

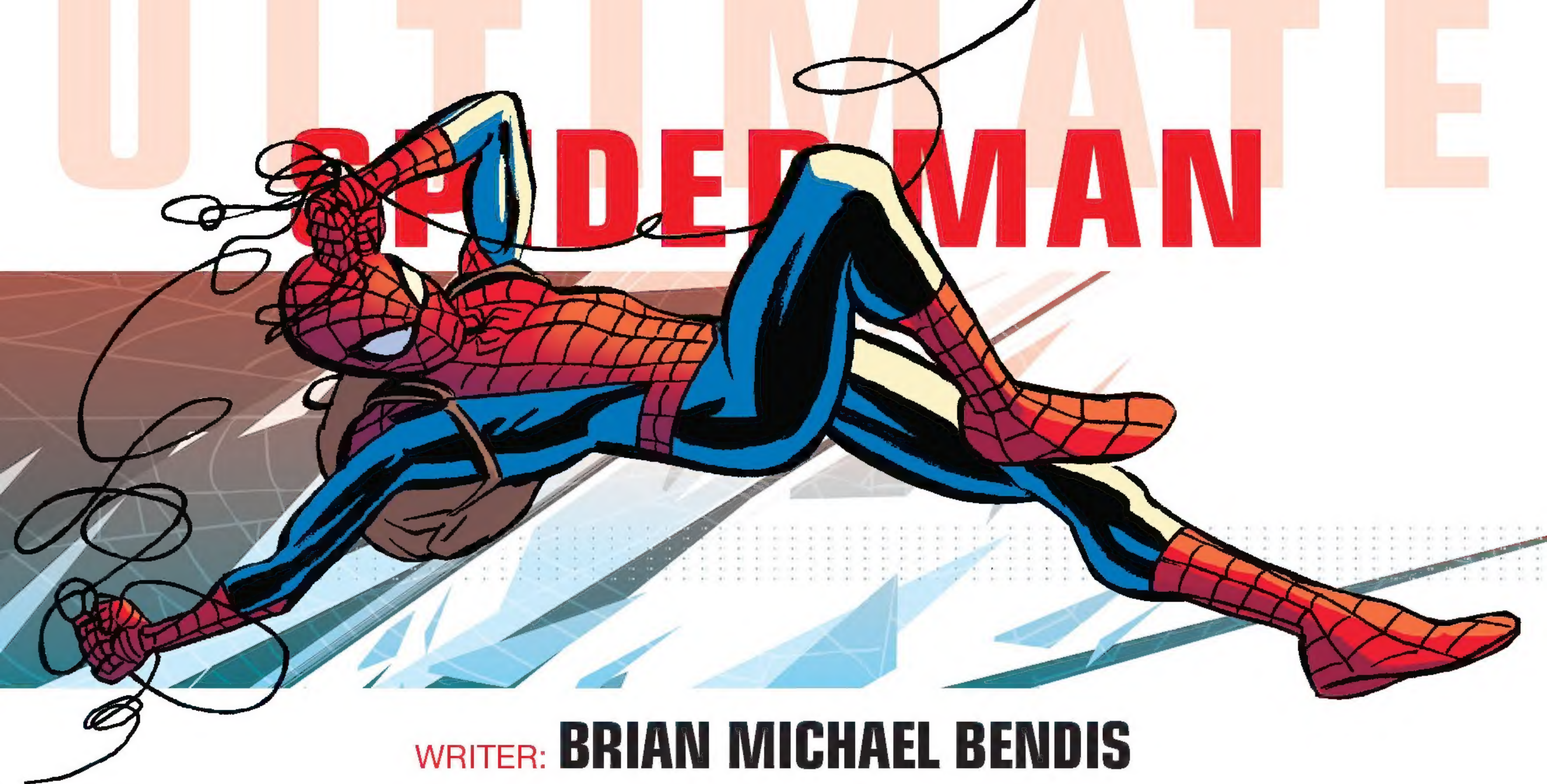
MARVEL

ULTIMATE SPIDER-MAN[®]

BENDIS • LAFUENTE • PICHELLI • SAMNEE



DEATH OF SPIDER-MAN PRELUDE



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ISSUE #15

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COVER ART: **DAVID LAFUENTE**
& **JUSTIN PONSOR**

ISSUE #150

SPIDEY & THE RINGER:

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CAROL DANVERS & THE ULTIMATES:

SARA PICHELLI & **JUSTIN PONSOR**

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SUNNY GHO & **SAKTI YUWONO OF IFS**

SPIDEY & CAPTAIN AMERICA:

JAMIE MCKELVIE & **MATTHEW WILSON**

SPIDEY & THOR: **SKOTTIE YOUNG**

& **JEAN-FRANCOIS BEAULIEU**

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ISSUES #151-154

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LAN MEDINA & ED TADEO (ISSUE #153)

AND **ELENA CASAGRANDE** (ISSUE #154)

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J. SCOTT CAMPBELL & **JUSTIN PONSOR**

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MORRY HOLLOWELL (ISSUE #153)

AND **STEVE MCNIVEN**

& **DEAN WHITE** (ISSUE #154)

ISSUE #155

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LETTERER: **VIRTUAL CALLIGRAPHY'S CORY PETIT**

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The bite of a genetically altered spider granted high school student Peter Parker incredible arachnid-like powers. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility.

Now the fledgling super hero tries to balance a full high school curriculum, a part-time job, a relationship with Gwen Stacy and swing time as the misunderstood, web-slinging Spider-Man!

PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Spider-Man is now living with Johnny Storm, a.k.a. the Human Torch, and Bobby Drake, a.k.a. Iceman. Both have disguised themselves as his cousins and are going to school like normal kids.

A chameleon-like imposter overpowers Peter and takes his place in Peter's life. The phony Peter wreaks havoc on Peter's personal life, playing with the emotions of both Gwen Stacy and MJ. Fake Peter finally finds out who Peter Parker really is and uses his identity as Spider-Man to carry on a crime wave through the city.

The Human Torch and Iceman eventually rescue Peter but the damage is done.

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The Triskelion--S.H.I.E.L.D. Headquarters.
Last Night.
Carol Danvers, Director of S.H.I.E.L.D.

What am I going to do with you, Peter Parker?

I read your statement.

And just for the record I believe every word.

Johnny Storm and that punk ice kid are outside and they vouch for *all of it*.

Doesn't make *your* situation any less of a situation for *me*.

You see, I always saw you as a problem I inherited from Nick Fury.

Back when he was the head of S.H.I.E.L.D., he thought it was *cute* to have teenage super heroes running around and getting into trouble.

I don't think it's cute.

I think it's a nightmare waiting to happen.

And not just this nightmare that happened to you tonight.

What happened to you with these chameleon twins, or whatever they're going to call themselves, this is *legitimately* child's play.

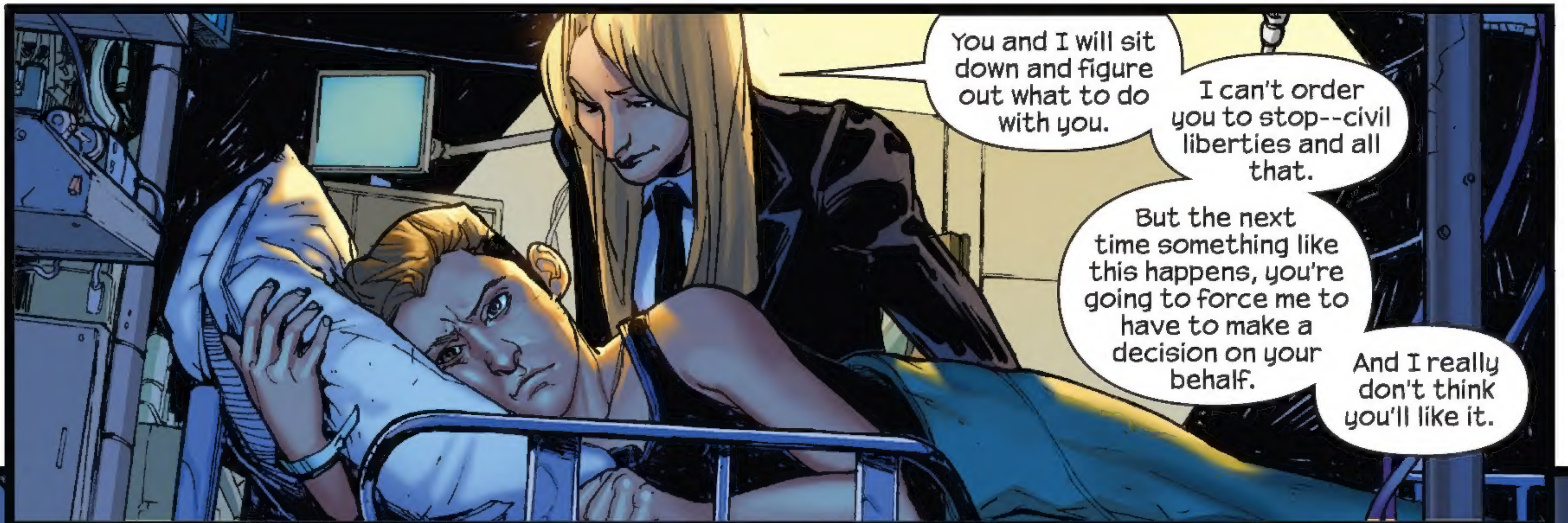
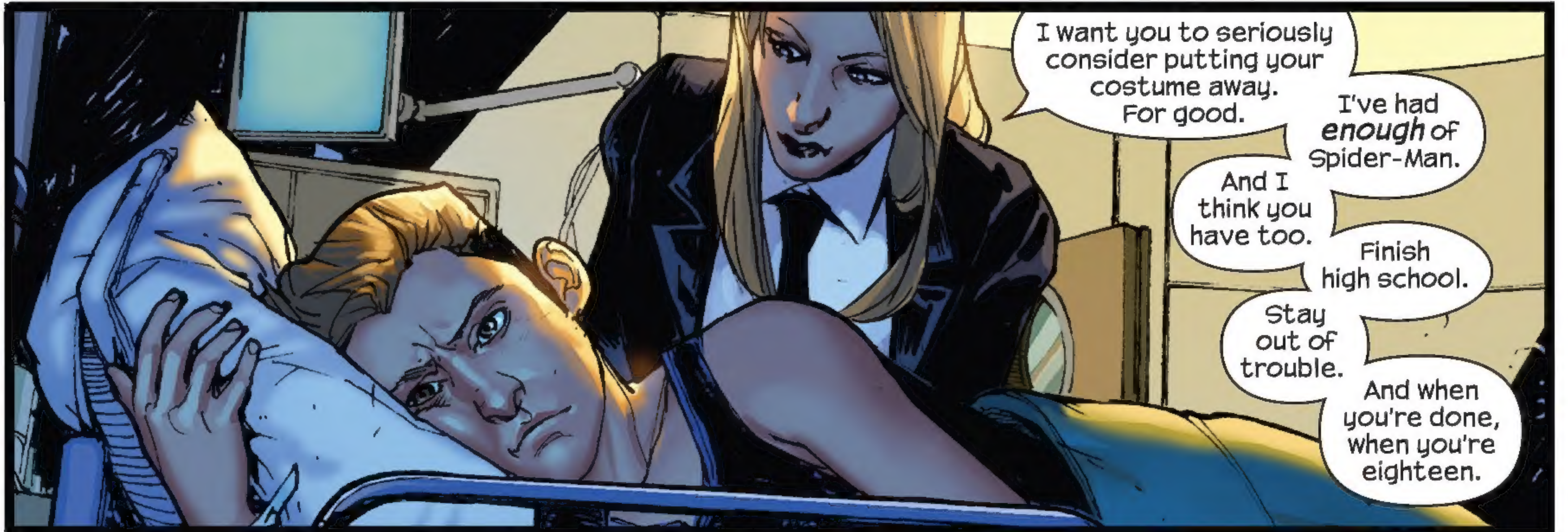
We--I--I have a whole world to protect and I can't have dangerous teenage bombs waiting to go off running around the city.

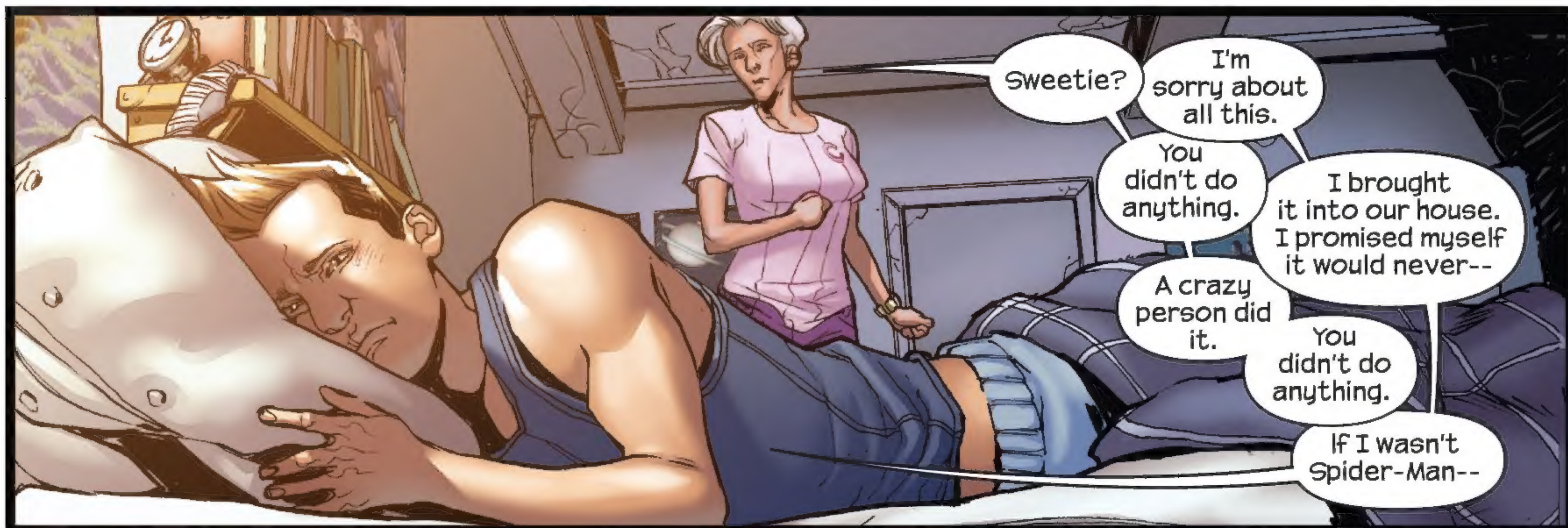
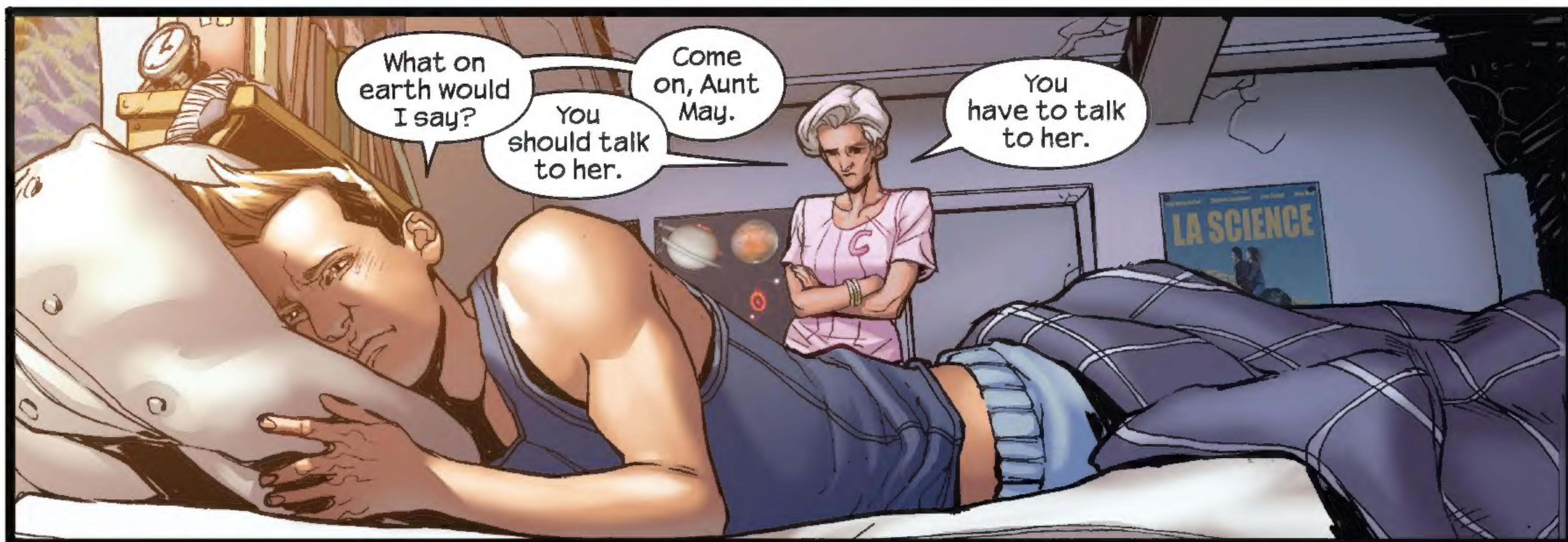
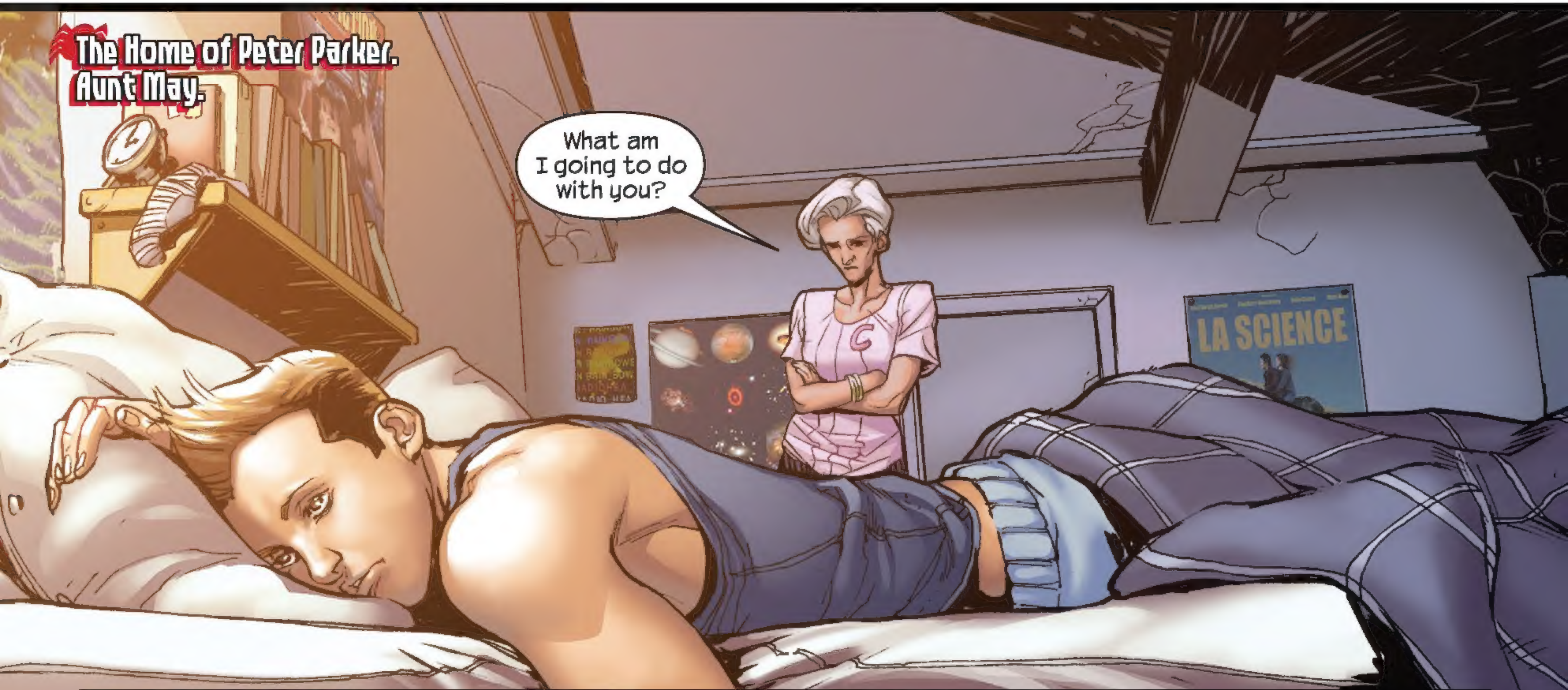
I can't *have* it.

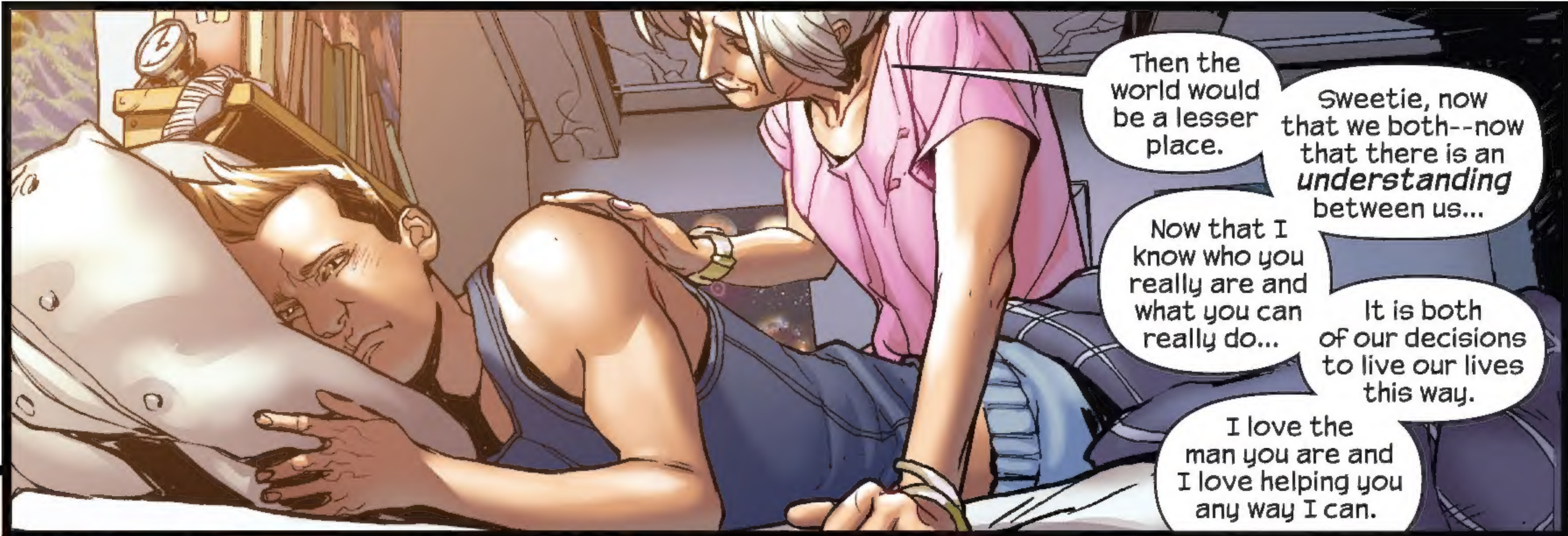
But I said to myself as long as this spider kid stays out of trouble...I'll leave him alone.

Well, as of today, you have not stayed out of trouble...

So what am I to do?







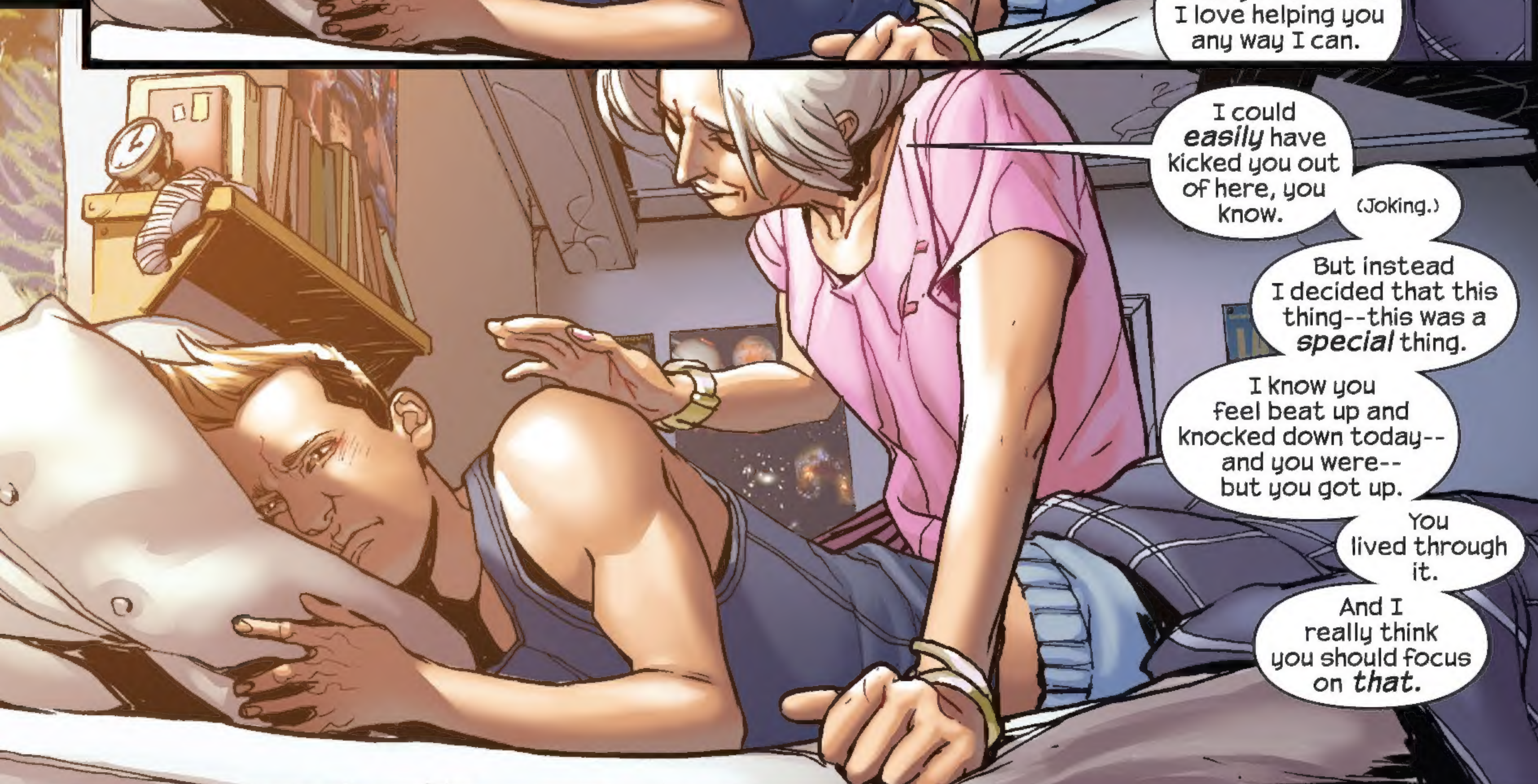
Then the world would be a lesser place.

Sweetie, now that we both--now that there is an **understanding** between us...

Now that I know who you really are and what you can really do...

It is both of our decisions to live our lives this way.

I love the man you are and I love helping you any way I can.



I could **easily** have kicked you out of here, you know.

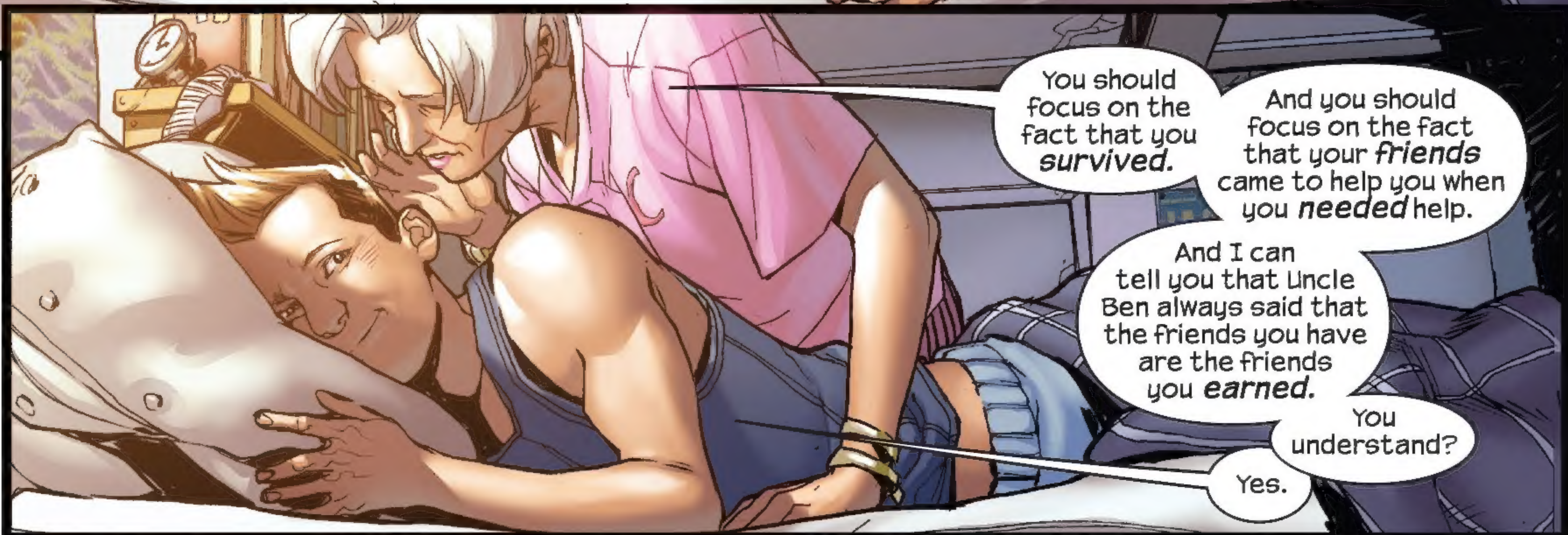
(Joking.)

But instead I decided that this thing--this was a **special** thing.

I know you feel beat up and knocked down today--and you were--but you got up.

You lived through it.

And I really think you should focus on **that**.



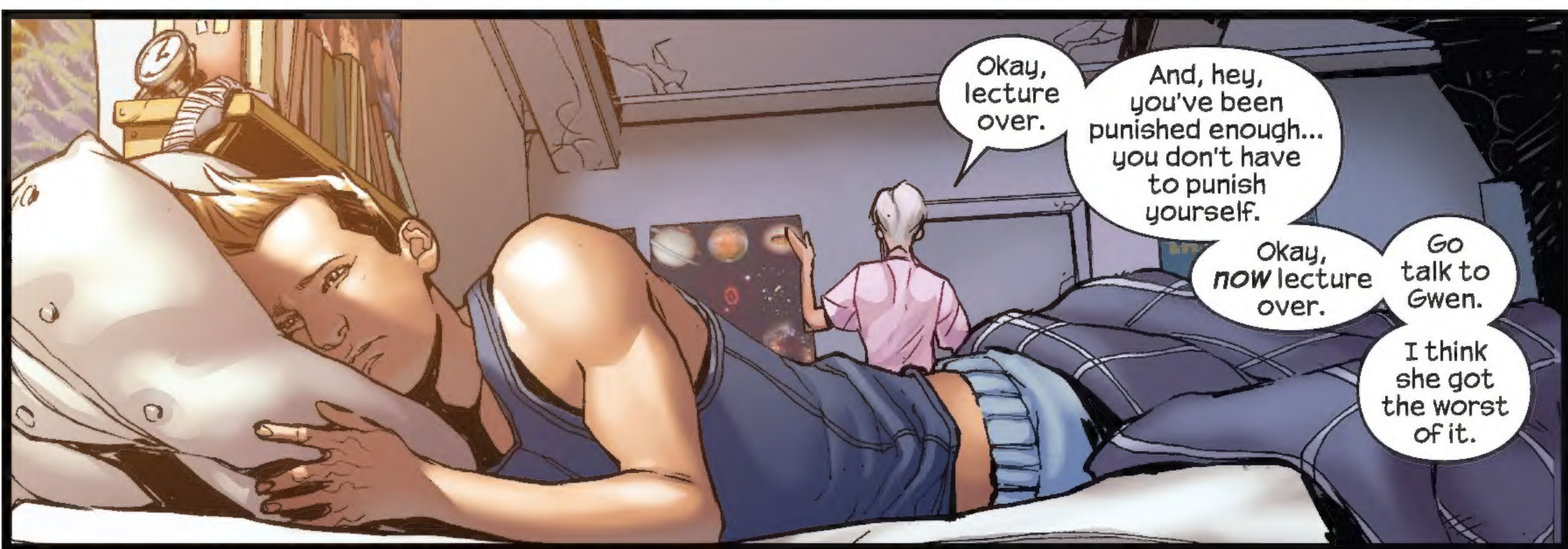
You should focus on the fact that you **survived**.

And you should focus on the fact that your **friends** came to help you when you **needed** help.

And I can tell you that Uncle Ben always said that the friends you have are the friends you **earned**.

You understand?

Yes.



Okay, lecture over.

And, hey, you've been punished enough... you don't have to punish yourself.

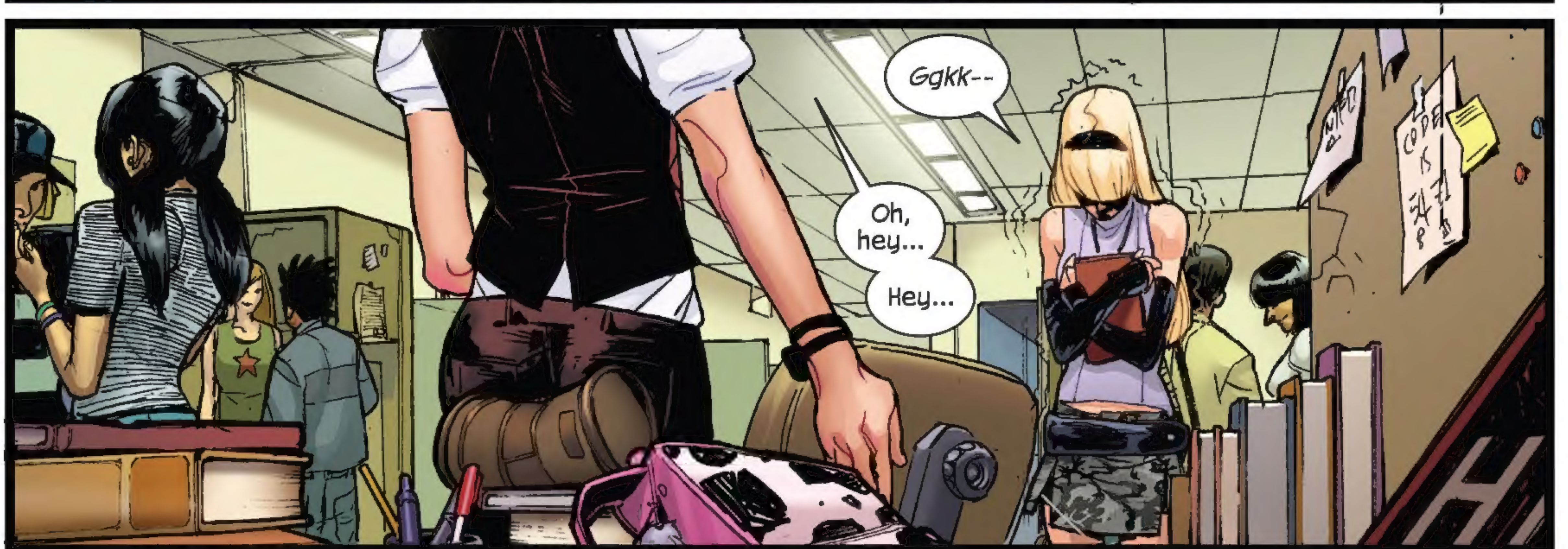
Okay, **now** lecture over.

Go talk to Gwen.

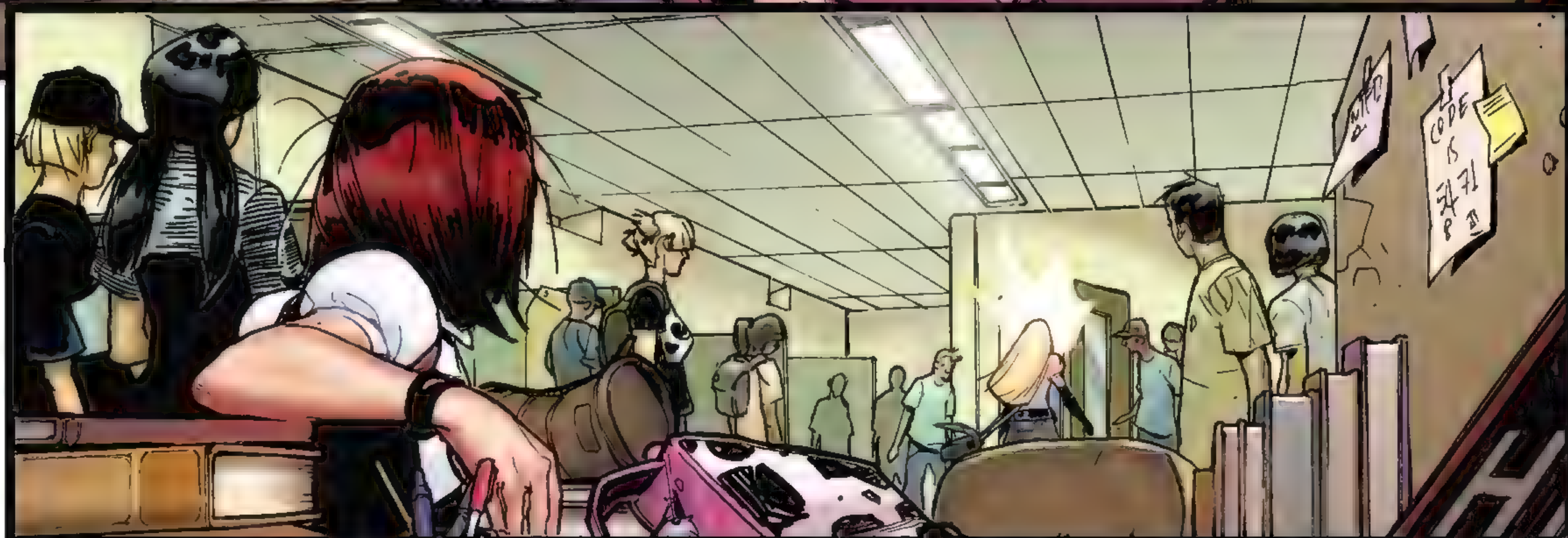
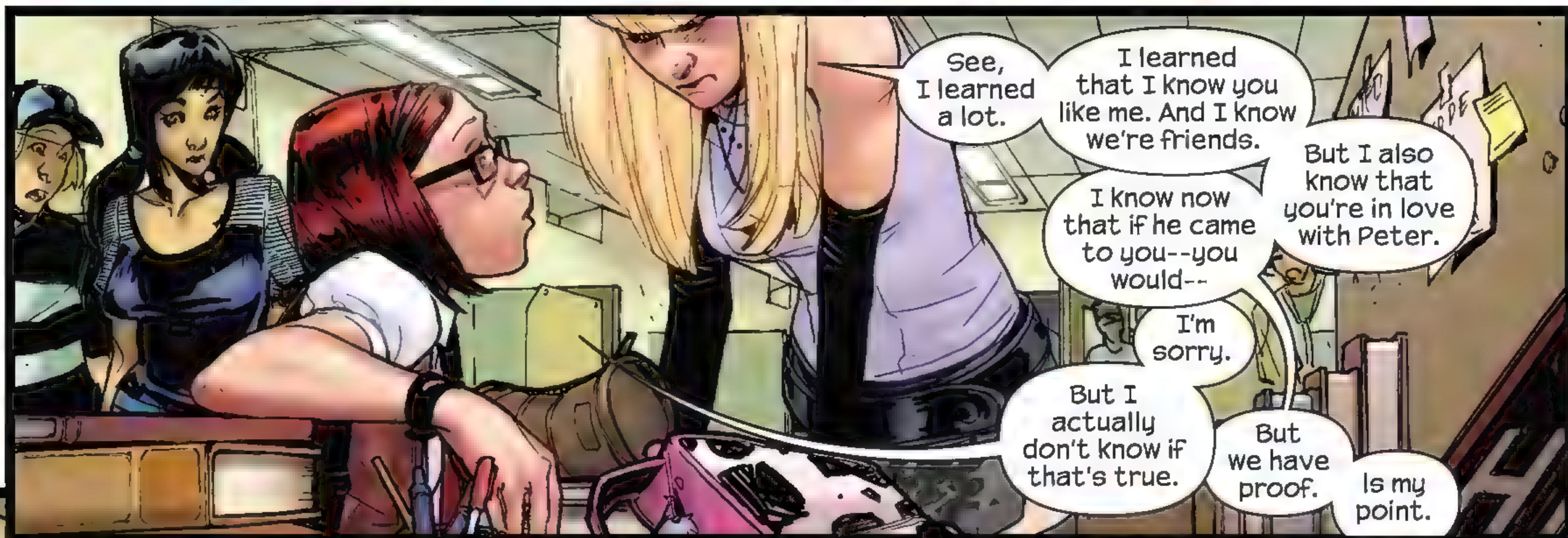
I think she got the worst of it.

Midtown High School Study Hall.
Mary Jane Watson.

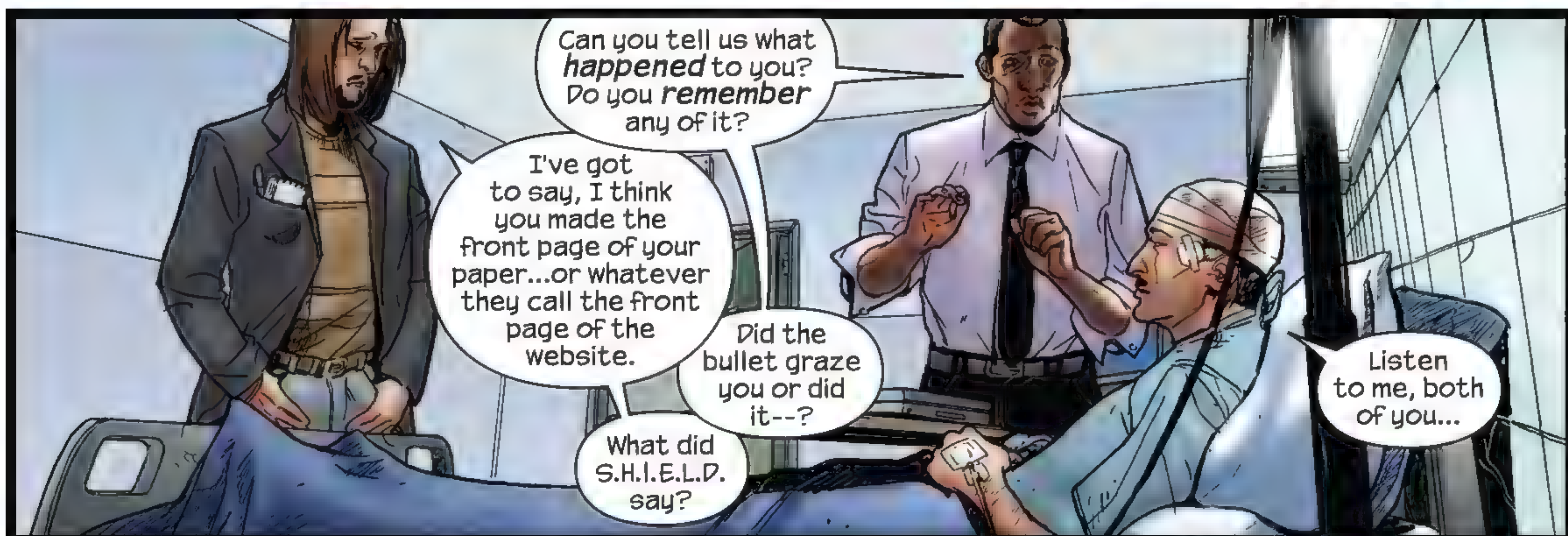
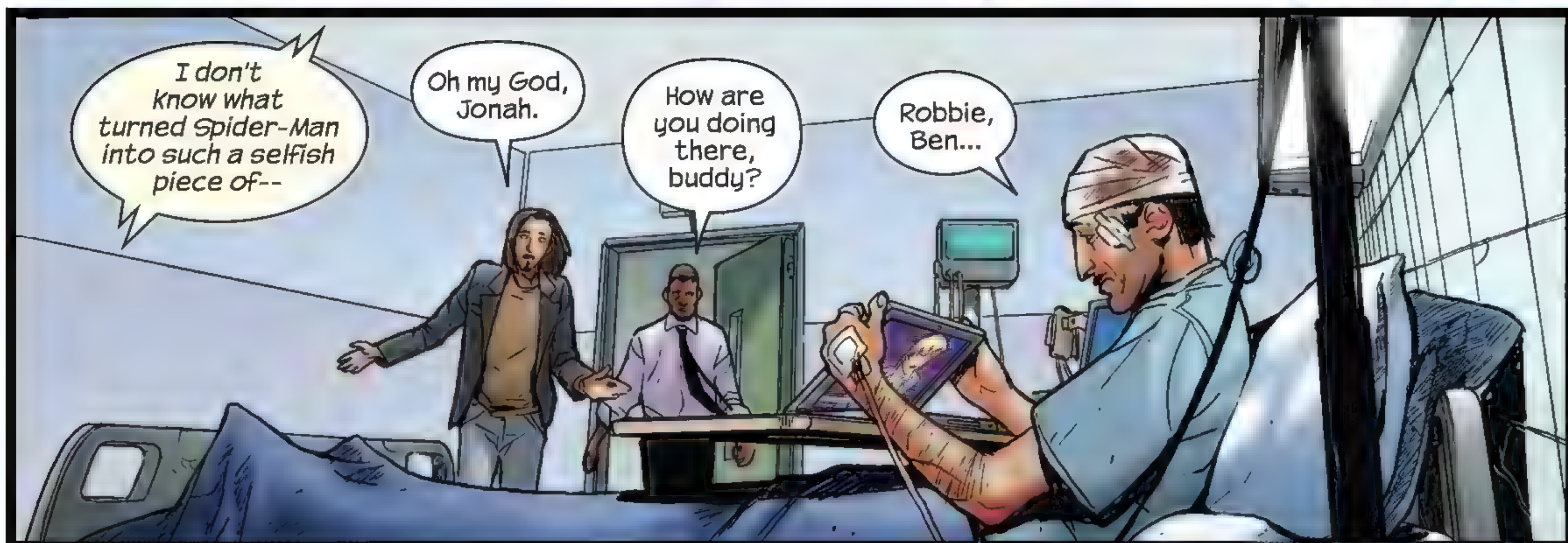
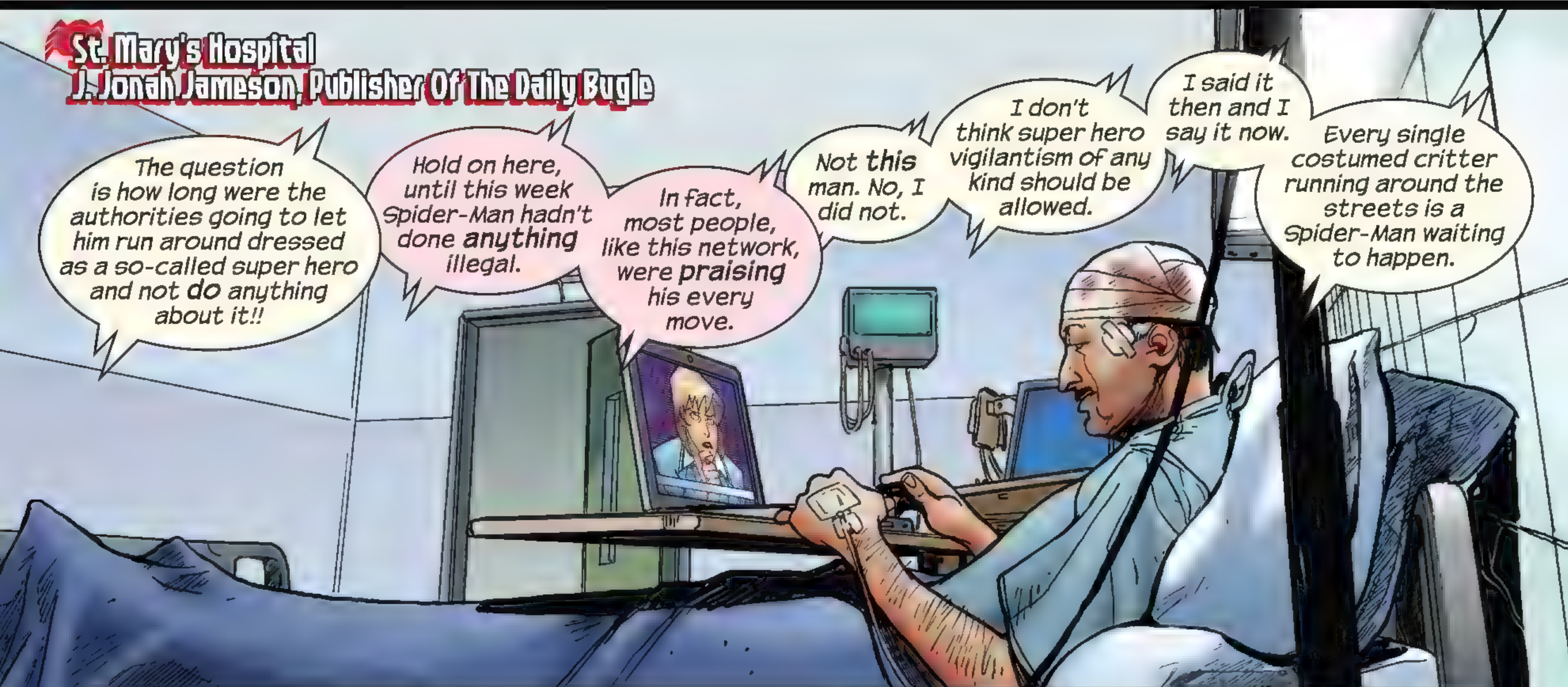


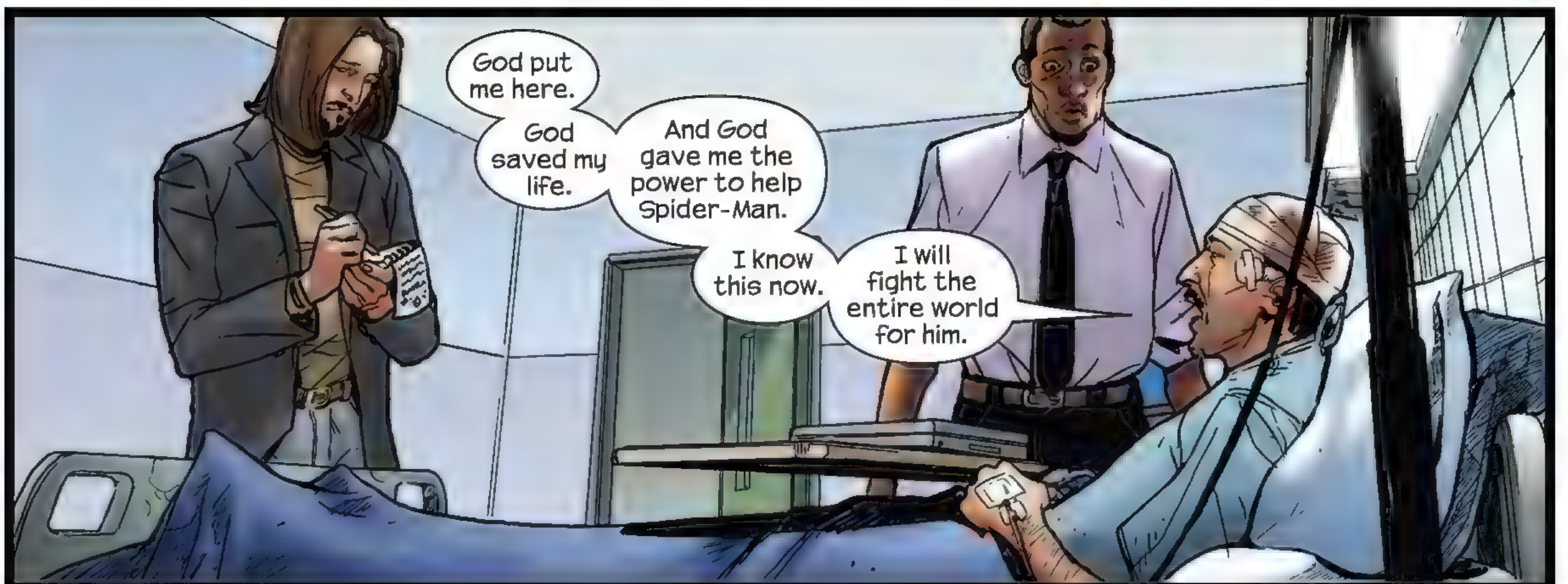
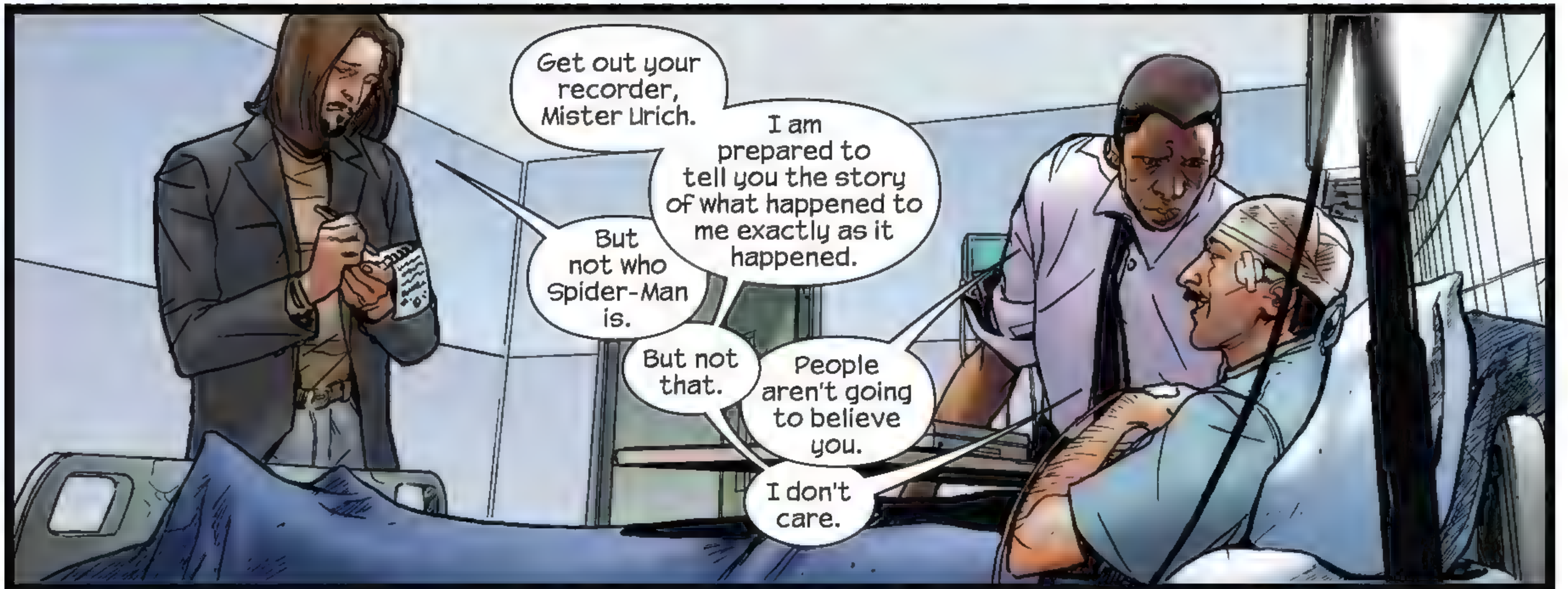
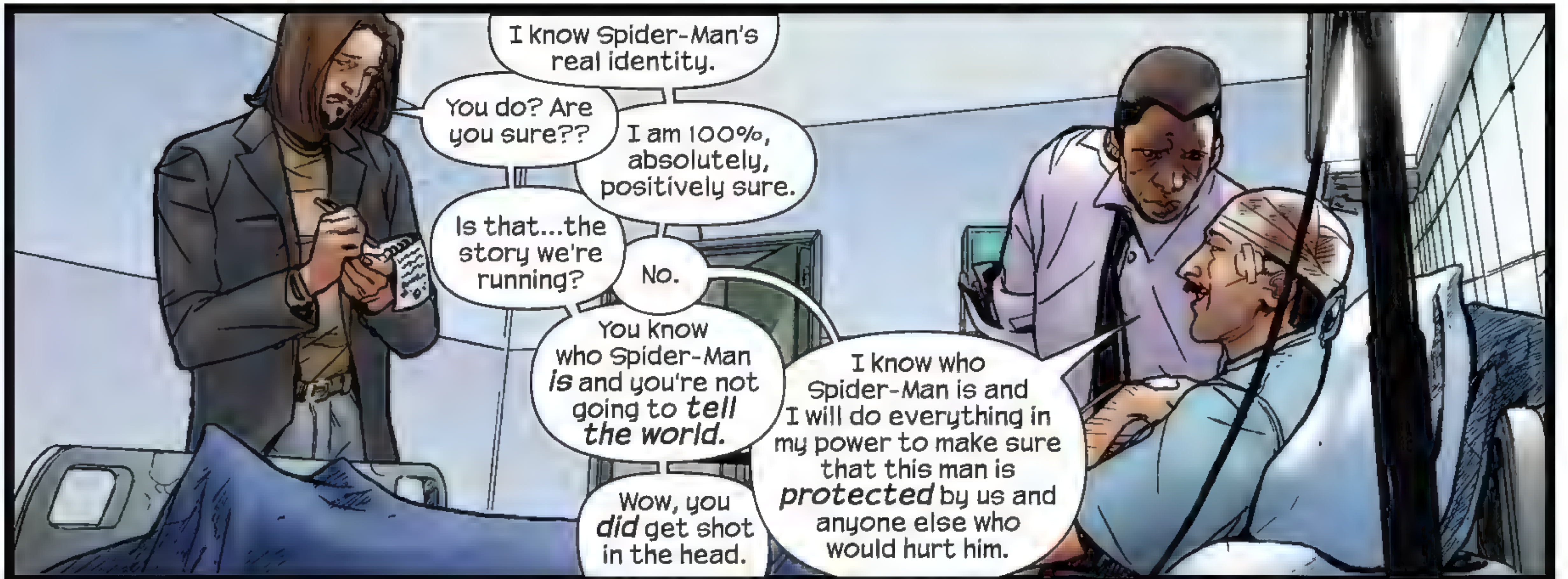
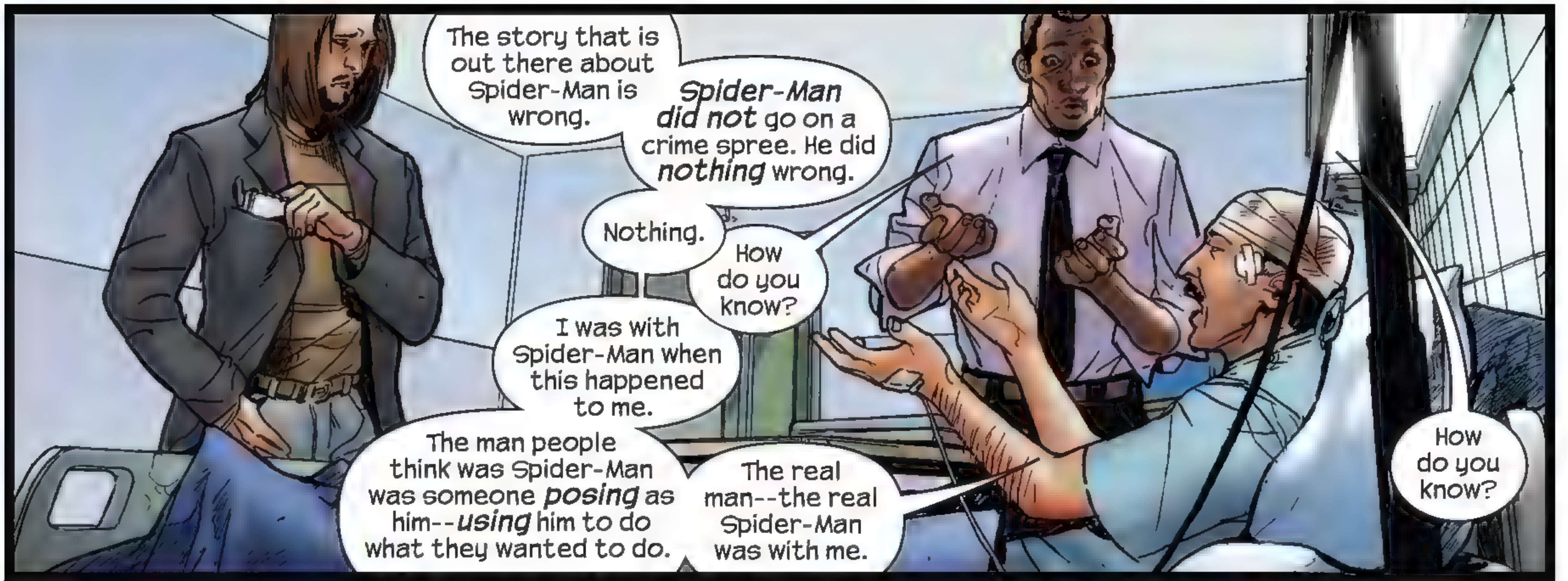


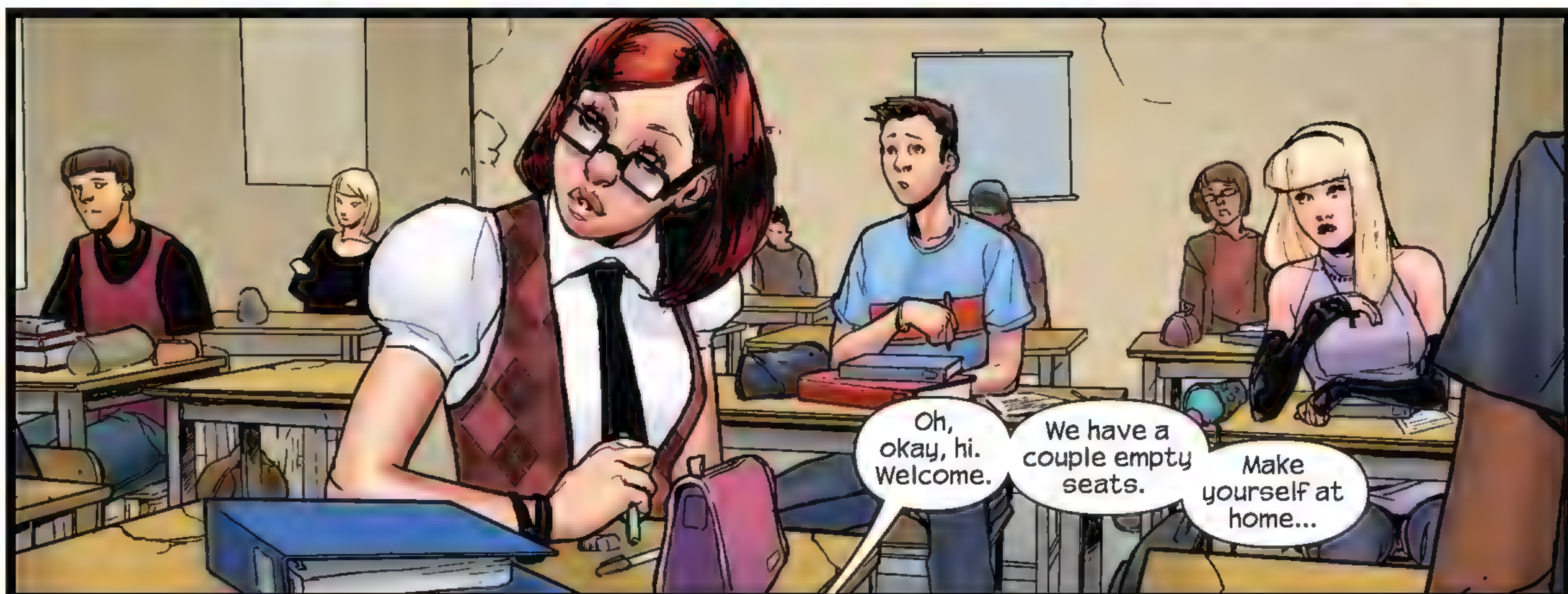
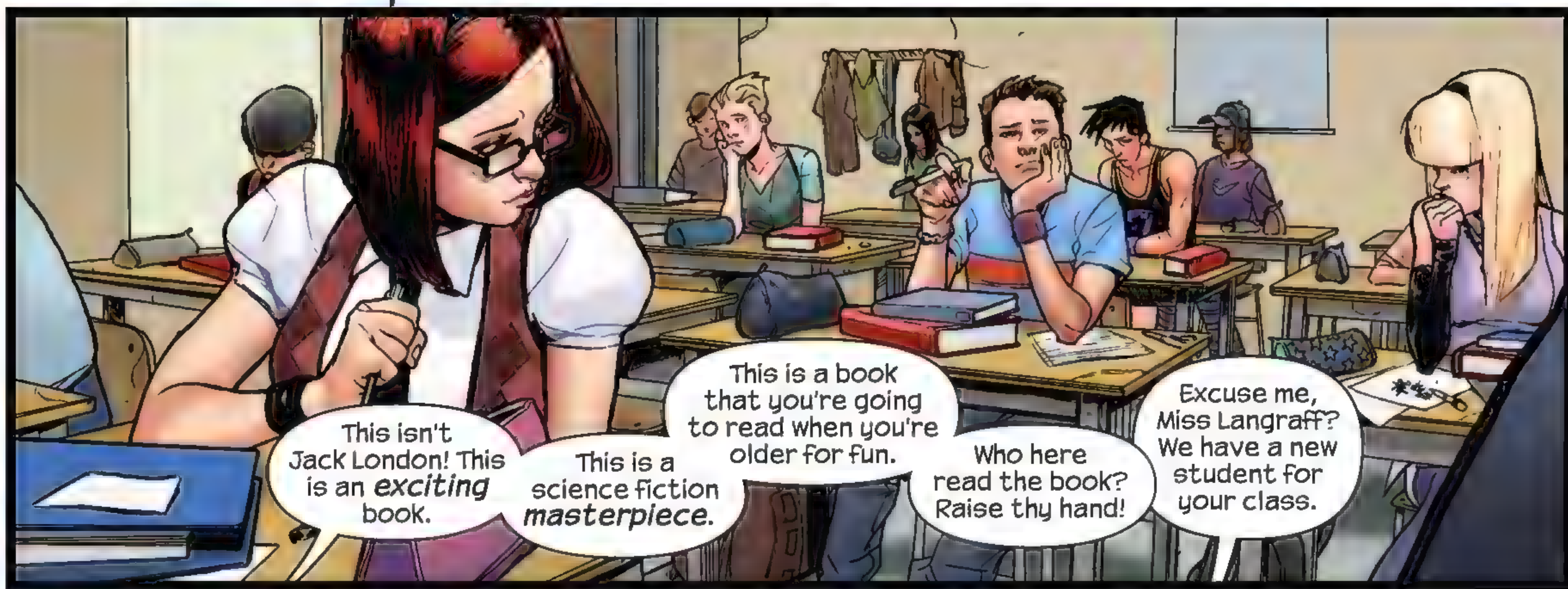
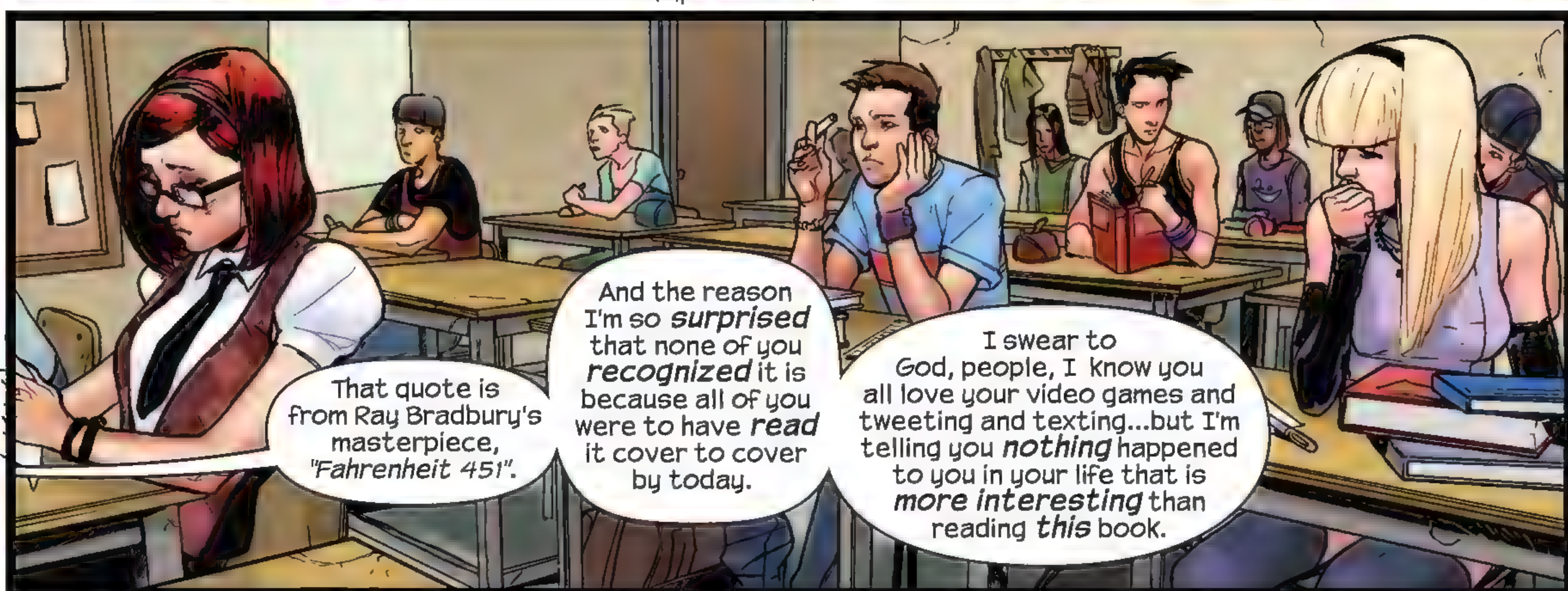


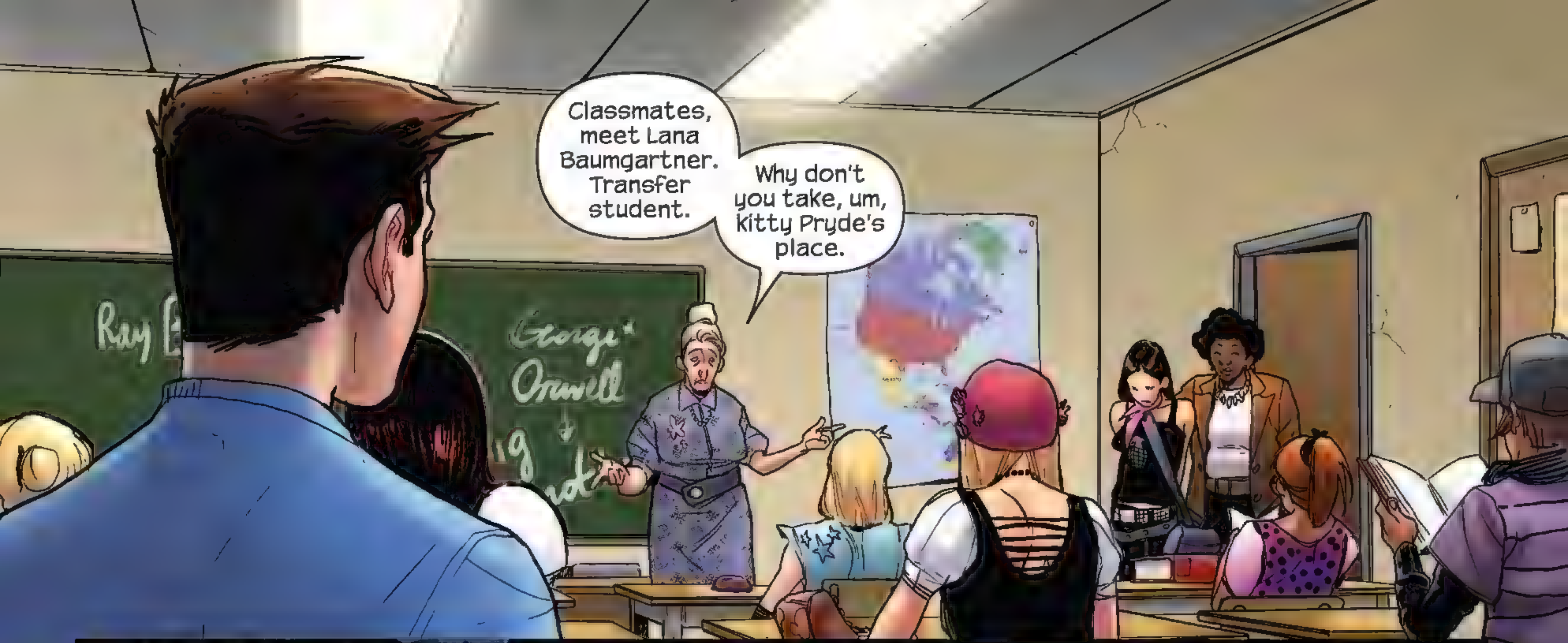


St. Mary's Hospital
J. Jonah Jameson, Publisher Of The Daily Bugle



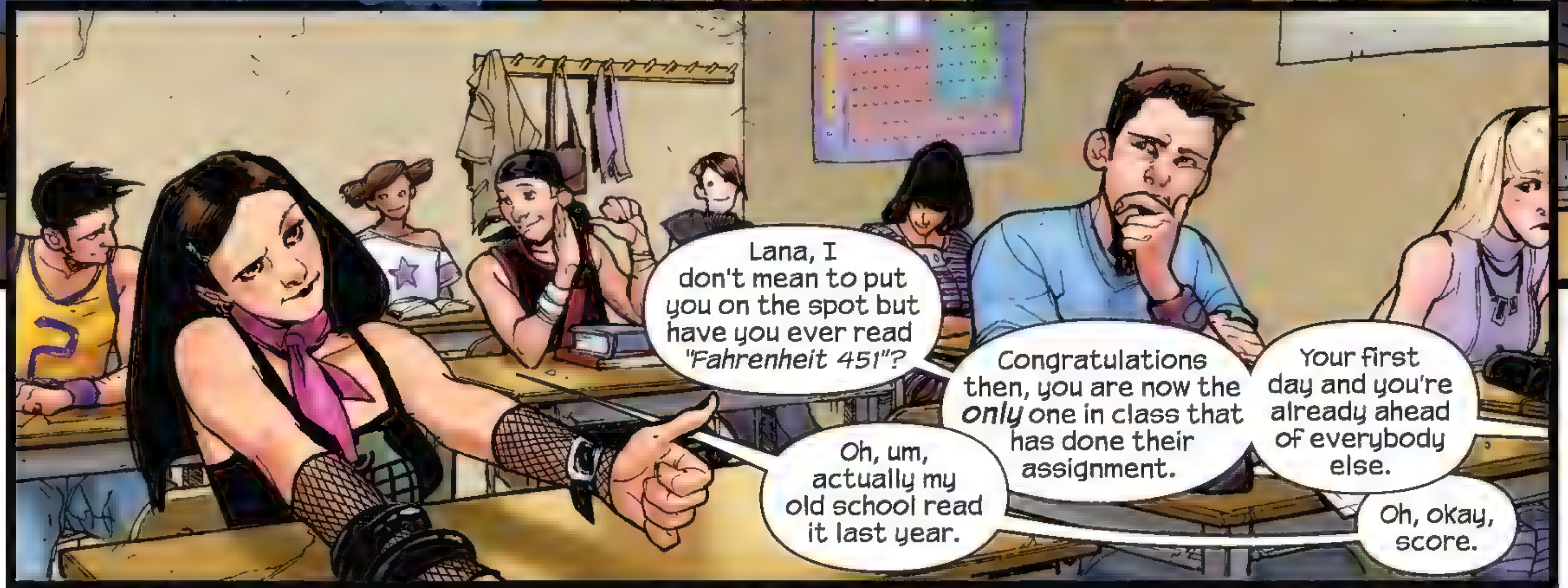






Classmates,
meet Lana
Baumgartner.
Transfer
student.

Why don't
you take, um,
kitty Pryde's
place.



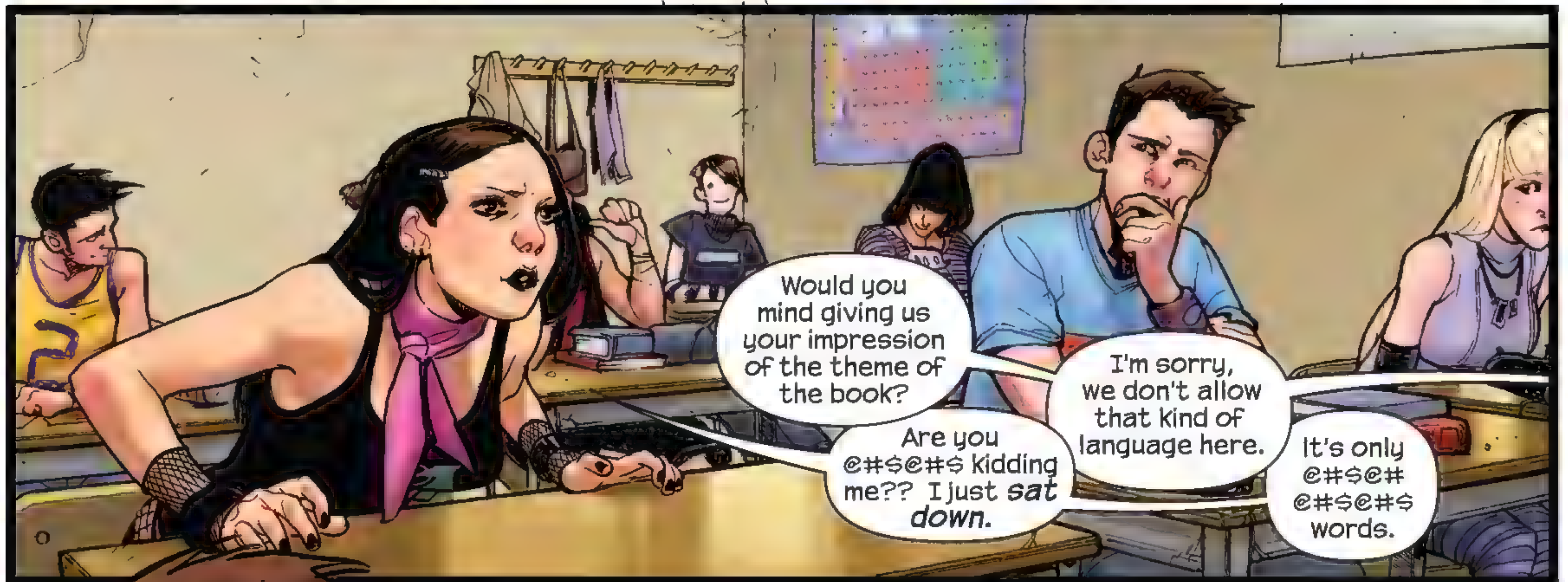
Lana, I
don't mean to put
you on the spot but
have you ever read
"Fahrenheit 451"?

Oh, um,
actually my
old school read
it last year.

Congratulations
then, you are now the
only one in class that
has done their
assignment.

Your first
day and you're
already ahead
of everybody
else.

Oh, okay,
score.



Would you
mind giving us
your impression
of the theme of
the book?

Are you
@#\$\$%#s kidding
me?? I just **sat
down**.

I'm sorry,
we don't allow
that kind of
language here.

It's only
@#\$\$%#
@#\$\$%#s
words.



--which doesn't
exactly make her
mother of the--

Stupid
#\$@3!



No way.

I'm telling you.

You got hit on the head too many times.

Bobby, I'm telling you.



That girl and her mother are criminals who rob banks and jewelry stores dressed up in matching outfits and they call themselves the Bombshells.

A mother and daughter super villain team? That's hot.

What's hot about it?

I don't know.



Man, you need a girlfriend.

I do.

And now you want to *date* the super villain girl.

Leave me alone.

I mean, she's cute and all...

She's *not* a super villain.



You said--

She's a criminal. Not every criminal is a super villain.

She has powers?

She's not Magneto. Magneto was a super villain...

Hold on, I fought her once. I human torched her.

She robbed a jewelry store.

How is she not in jail?

Yeah, we both did.

I don't know.



How did you even recognize her?

I just did.

I'm going to ask her out.

I want to know *how* she's not in jail. They never go to jail.

I'm going to go talk to her.

Why?

Ask her if she likes movies. And tell her I'm really funny.

Good God, man.



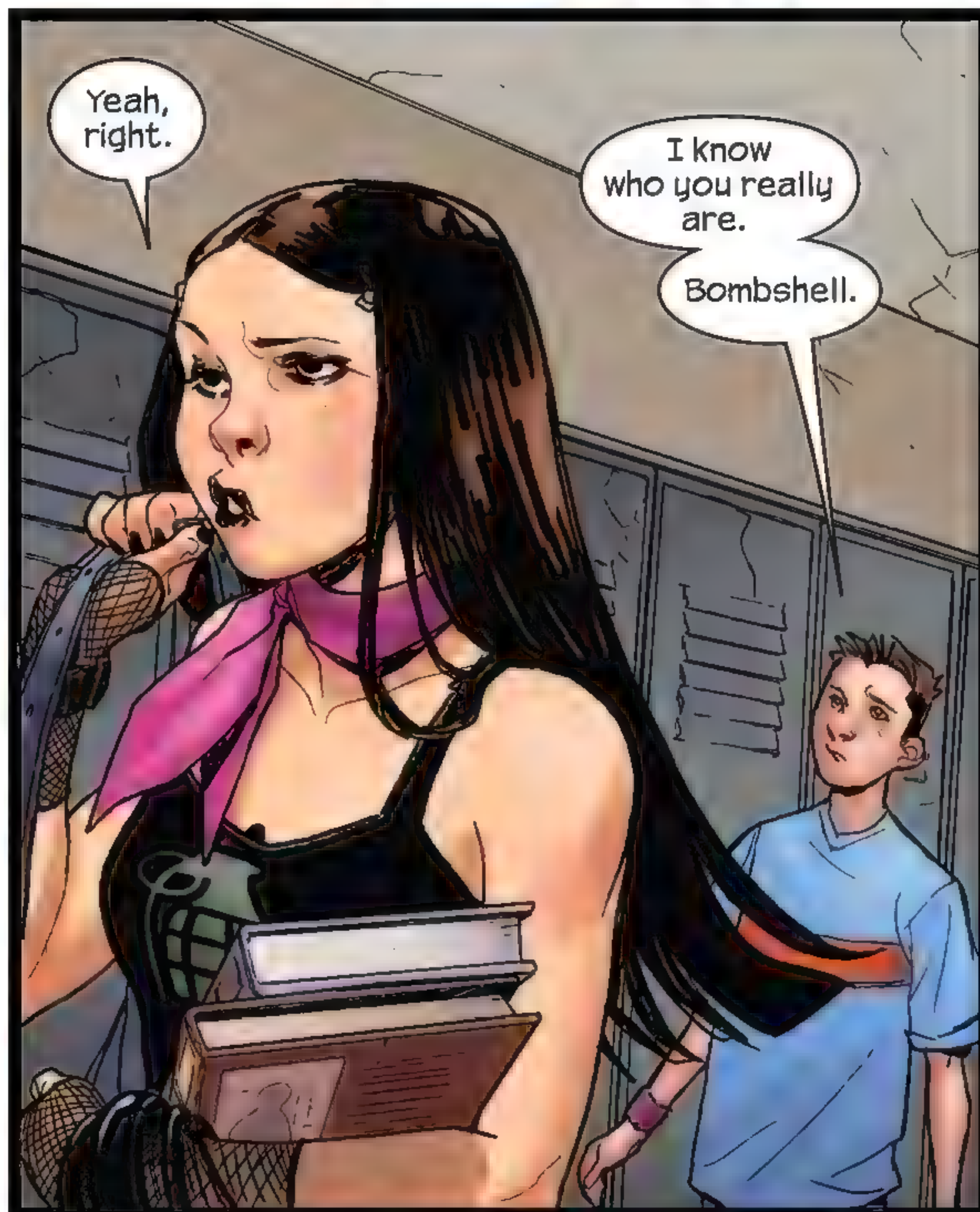
Stay here.

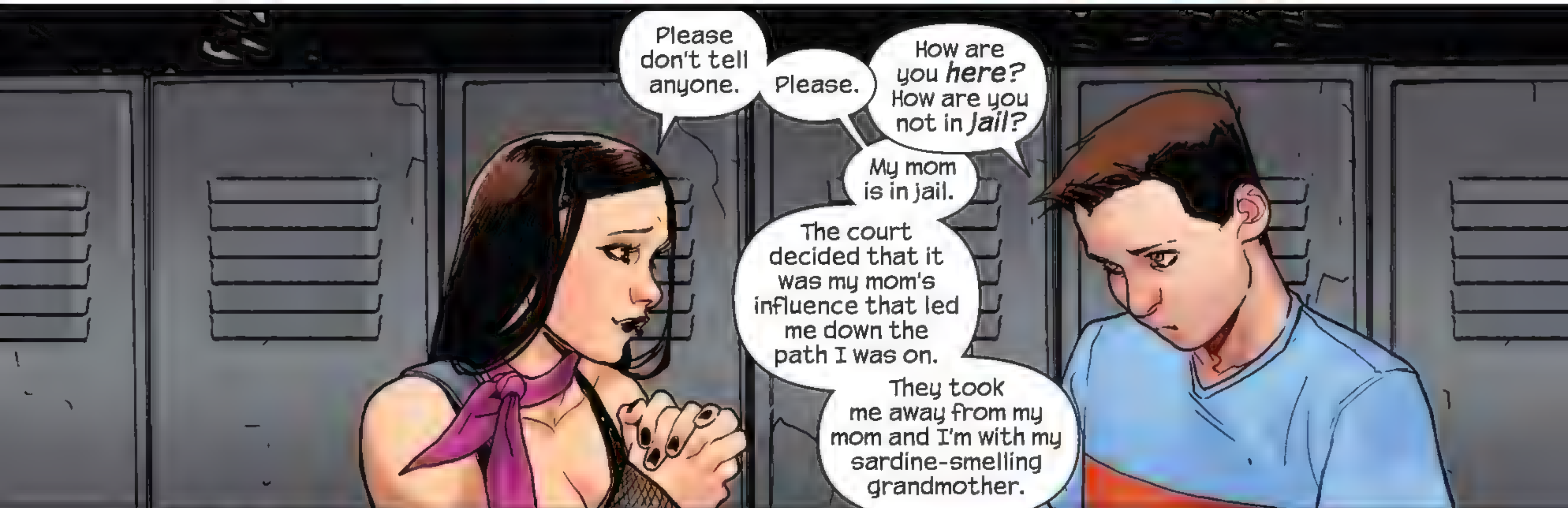
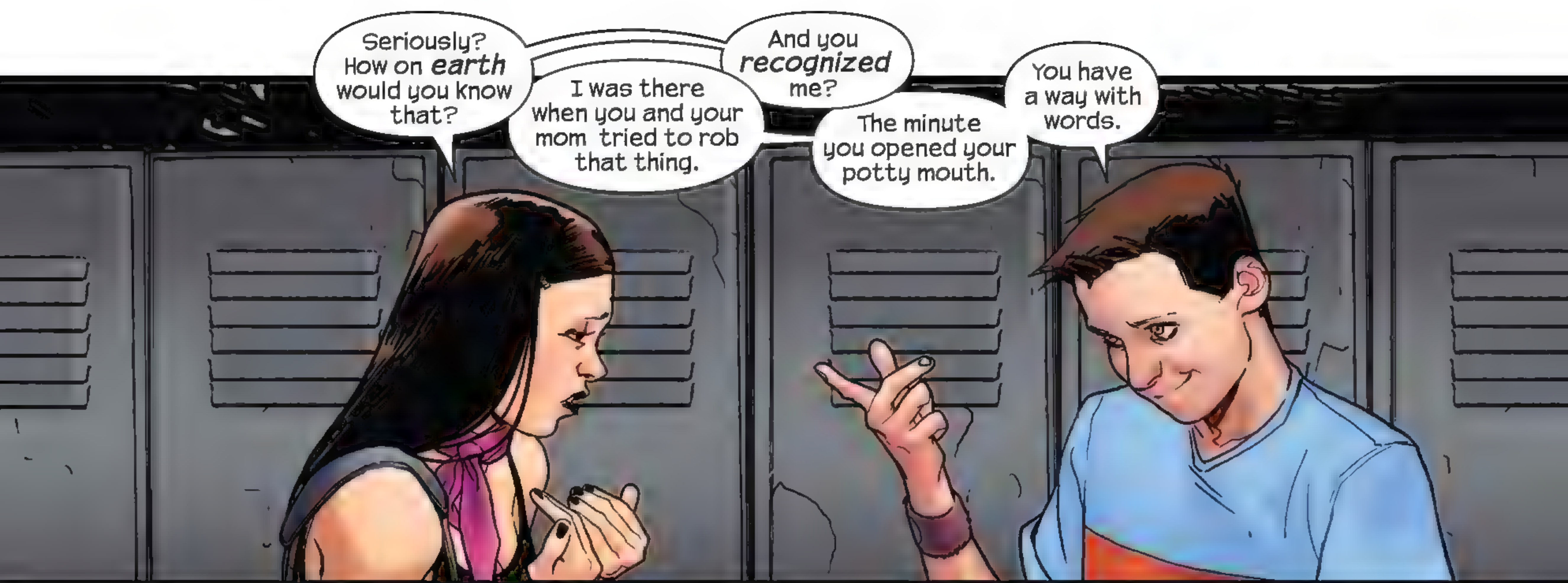
I can't watch this.

No. Stay. In case she does her bombshell exploding thing.

Oy.

I didn't even think of that.







Why is he talking to *her*?

Has he talked to *you* yet?

Uh, no.

Has he talked to *you* yet?

Not even a little.

So instead of talking to *us*, he's talking to her.

Y'know...

Maybe Peter Parker isn't the guy we think he is.

SLAM

Every girl.

Dude gets every girl.

You had your shot.

I did?

You missed it.

I did?





I know, right.

(Wow, he really didn't out me.)

This one wasn't my fault.

But still.

I know.

It's only a matter of time before everyone in the world knows.

I can't believe someone else knows who you are.

Or maybe not.

Hey...

Come on.

I am so sorry you got involved in this.

It wasn't your fault.

But you have no idea how badly I want you to not have to deal with any of this and yet...

I'm not mad at you.

I would be mad at you.

Have you talked to Gwen yet...?

You should have gone to her first.

In order of what?

She took it the hardest.

Johnny thinks you did.

I did too.

I'm so sorry.

Well, you told me I should see other people.

Here is what I think...

And if I pass out before I finish the sentence it's only because this is the hardest thing I've ever had to say out loud.

I don't think he hit on me to hit on me.

I don't think that was his master plan.

I think he felt how much I love you...

And he went for it.

RULES FOR USING THE WIFI
1. When dealing with a disrespectful manner or disrespectful way of words not to express the most sincere of popular words. Sound played. This includes the music. Therefore care over the rhythm and use of "swing" both allowed.
2. The percussion should be used. The percussion account of percussion account "2.4" beats and other used. The modern and other percussion.
3. The electric guitar is Jewish music. The music.
4. Musicians who do not rock musicians is forbidden by Golden Y.
5. All forms of modern are forbidden. No...
6. Loud amplification, danger to life in music at all times.
7. When playing at night to tell them with should be present. Songs of the church, that have no relev should be present. create an atmosphere.
8. When playing at night to tell them with should be present. Songs of the church, that have no relev should be present. create an atmosphere.
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We didn't do anything.

He tried, but I backed off.

I knew-- I knew something was off.

I knew it was...too good to be true.



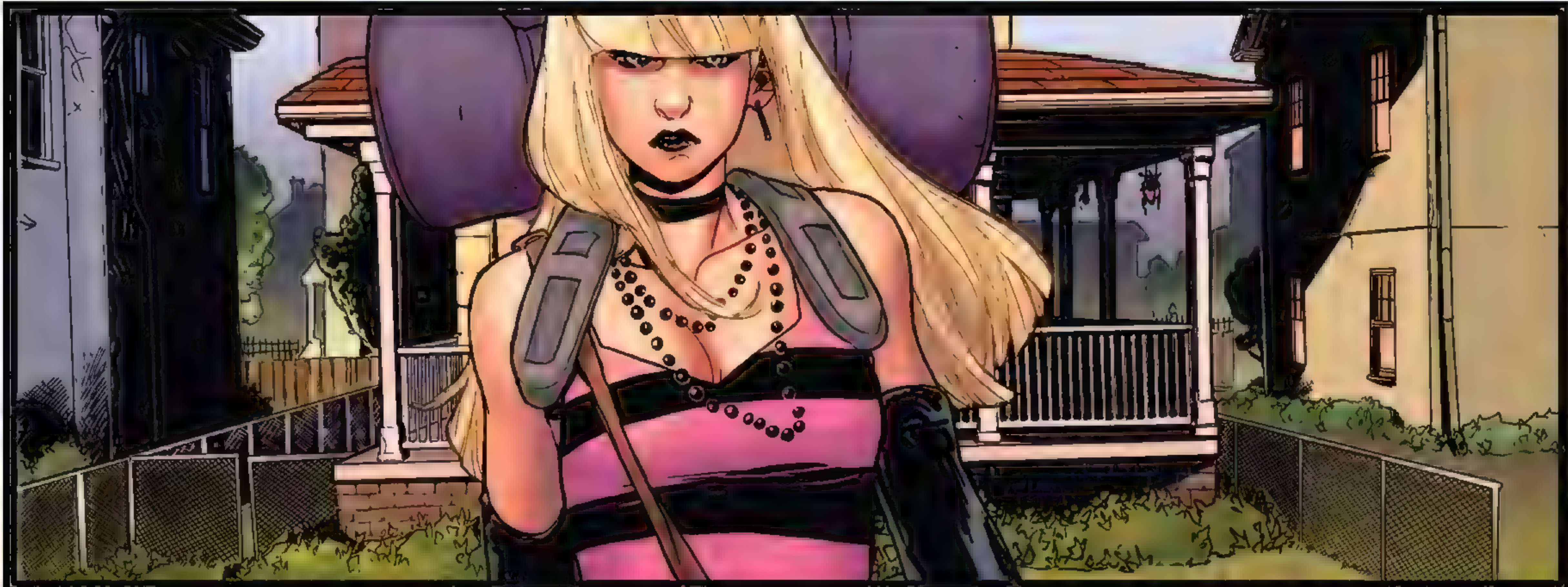
Now, I would like to go away from you as I am out of embarrassing things to say.

Mary...

Peter, go find your girlfriend.



Rock music
electric guitar
rock music
These are
The Mall
in dance m
When the
name "the
5-10-10









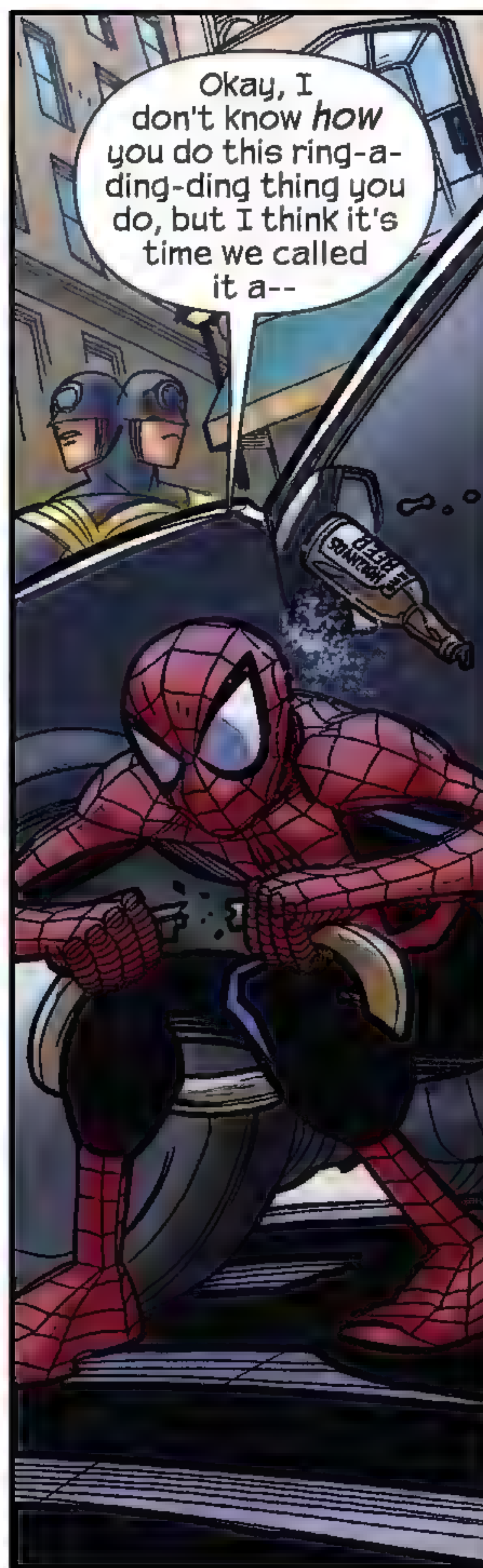
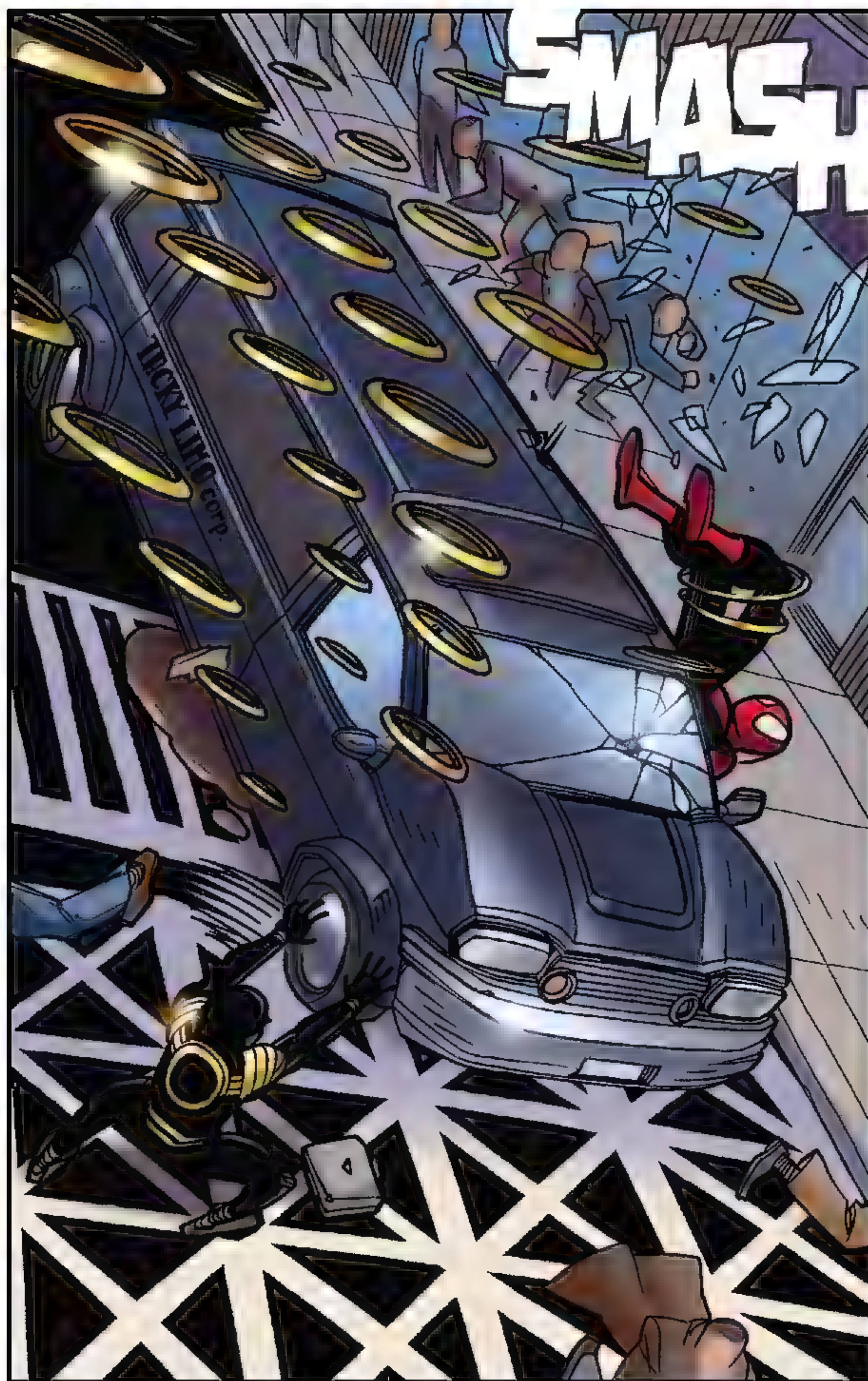
New York City.
DIAMONDS

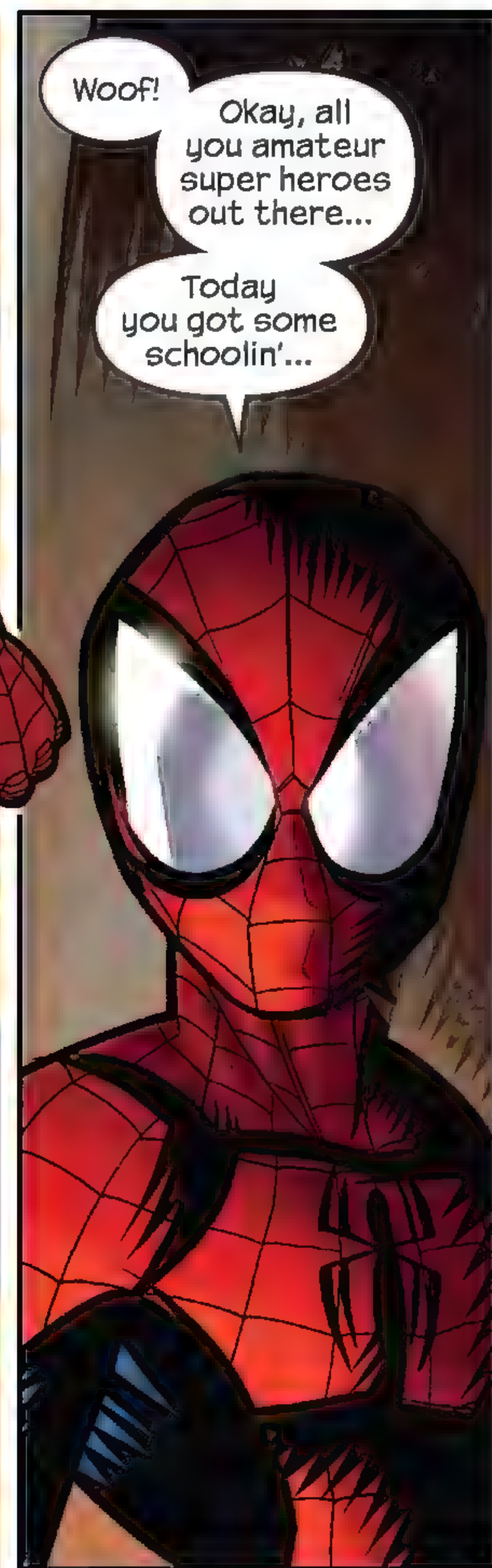
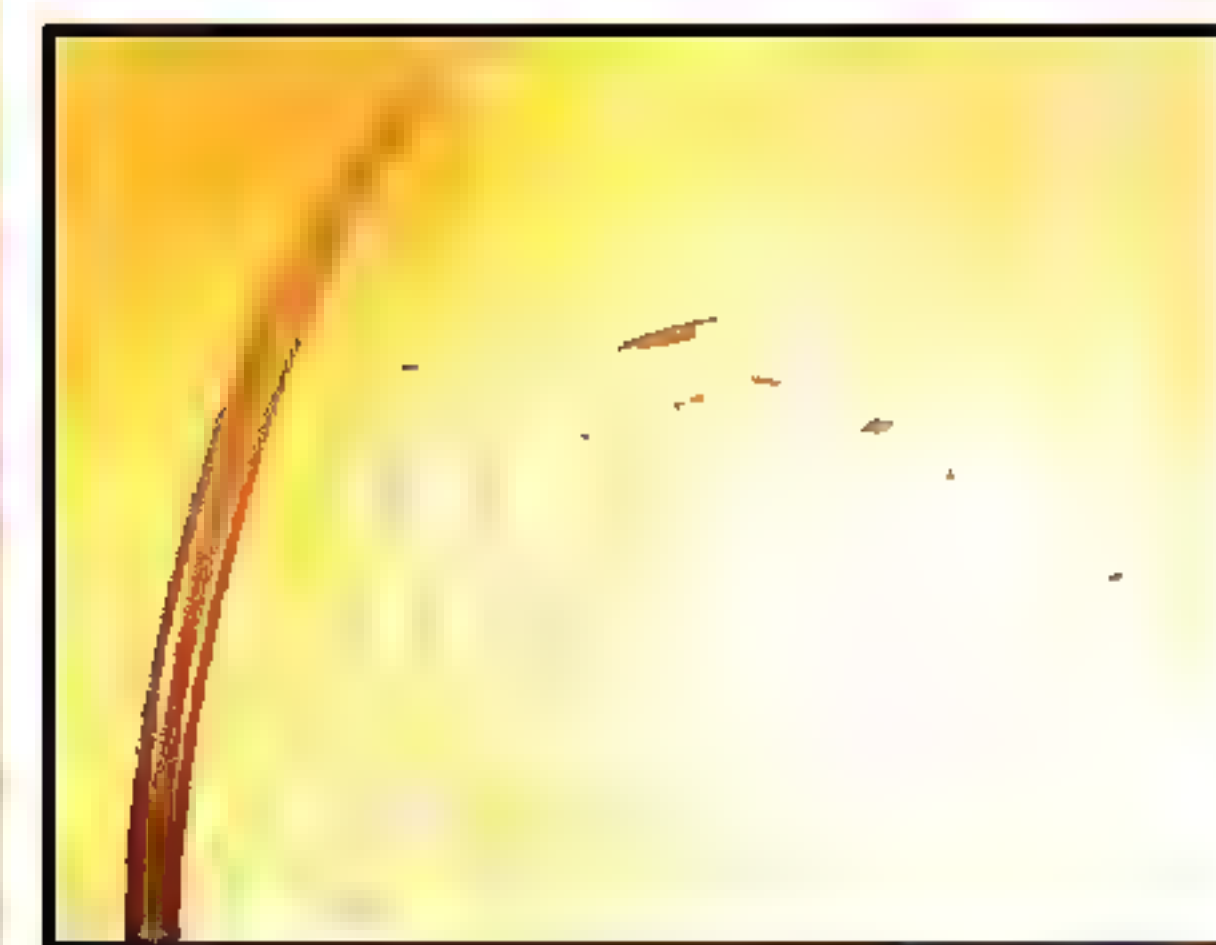
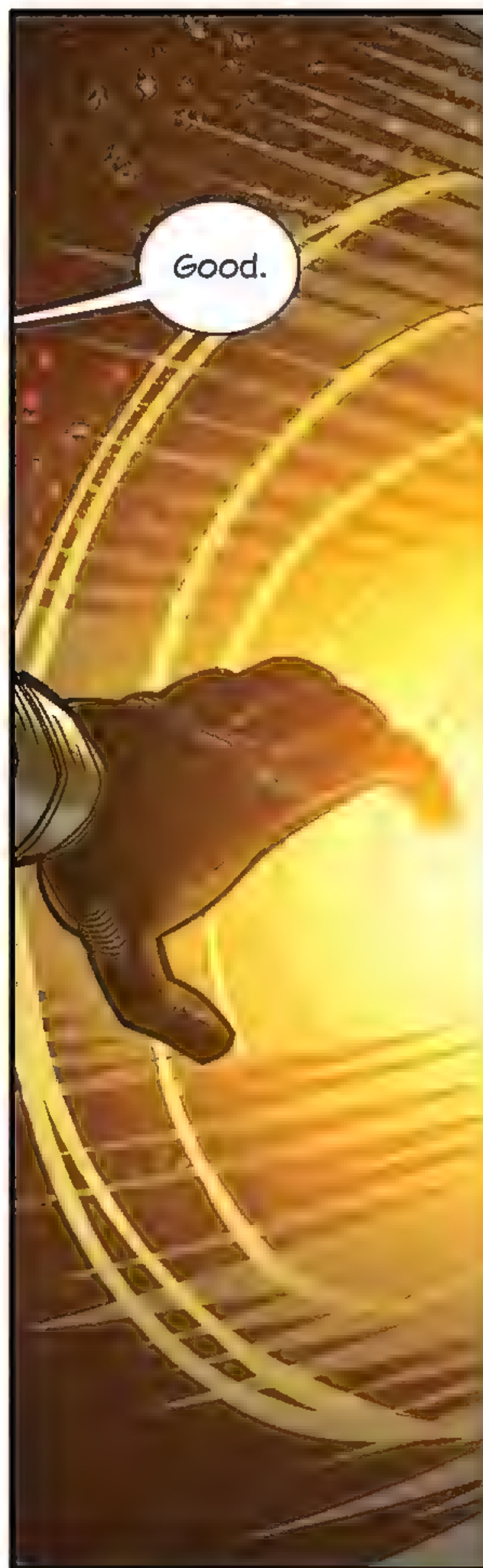
DUDE!!


How
do you find
me??

How
do you do
it??!!

Lafuente





A full-page comic book illustration. Spider-Man is in the upper left, looking down at a large fire. The fire is a massive, billowing orange and yellow inferno that has consumed a large portion of the street. In the background, a sign on a building reads "DIAMONDS ON FIRE". Several cars are parked or moving on the street, some of which are partially obscured by the fire. A group of people, including a boy in a blue shirt and a girl in a striped shirt, are looking at the fire. A police officer in a uniform is also visible. The scene is chaotic and dramatic, with a lot of smoke and fire.

That's
how you
beat up the
bad guy.

"The boy stopped a
diamond robbery.

"That's not
the question.

"The diamonds he saved
were worth, I am told,
book value, \$11,000.

"Property
damage? I hear
the city's looking
at \$2.7 million.

"Dollars.

"American.

"You see
my point?"

Carol Danvers, Director of S.H.I.E.L.D.

When I agreed to take over S.H.I.E.L.D. from that one-eyed bastard Nick Fury, I knew I was going to inherit a couple of hundred problems.

I'm not blaming anybody.

I took the job.

I knew there were some things I was just going to have to deal with.

And, hell, I know that there are some things that I've inherited that I don't even know about yet...

And I'm okay with that too.

And that's what it is.

It's a situation.

And one of the things I inherited was the *Spider-Man* situation.

Fury was *happy* to let this kid run around and play super hero.

And for a while, sure, it was a good call.

I can see that.

That's the way Fury worked.

Loose and improvisational.

And I like to think I think outside the box too. I know everybody thinks I don't, but I *do*.

But lately, the Spider-Man situation--this kid--it's turned into a *real* situation.

I was willing to let it slide because the kid--the kid's obviously trying to do the right thing.

He's trying to help.

And I said to myself, as long as he doesn't become a problem, I won't make a thing of it.

But the kid's turned into a problem.

His track record of late is nothing but sloppy and destructive.

And I don't know if you noticed, but recently, some kind of mutant wackadoodle stole his identity and ruined him in the public eye.

So on top of him being what I consider to be a liability, he's also a very *unpopular* liability.

And with him getting bad headline after bad headline...the people I answer to--the people who you answer to--are asking questions.

But the thing of it is that I don't know *what* to do with him.

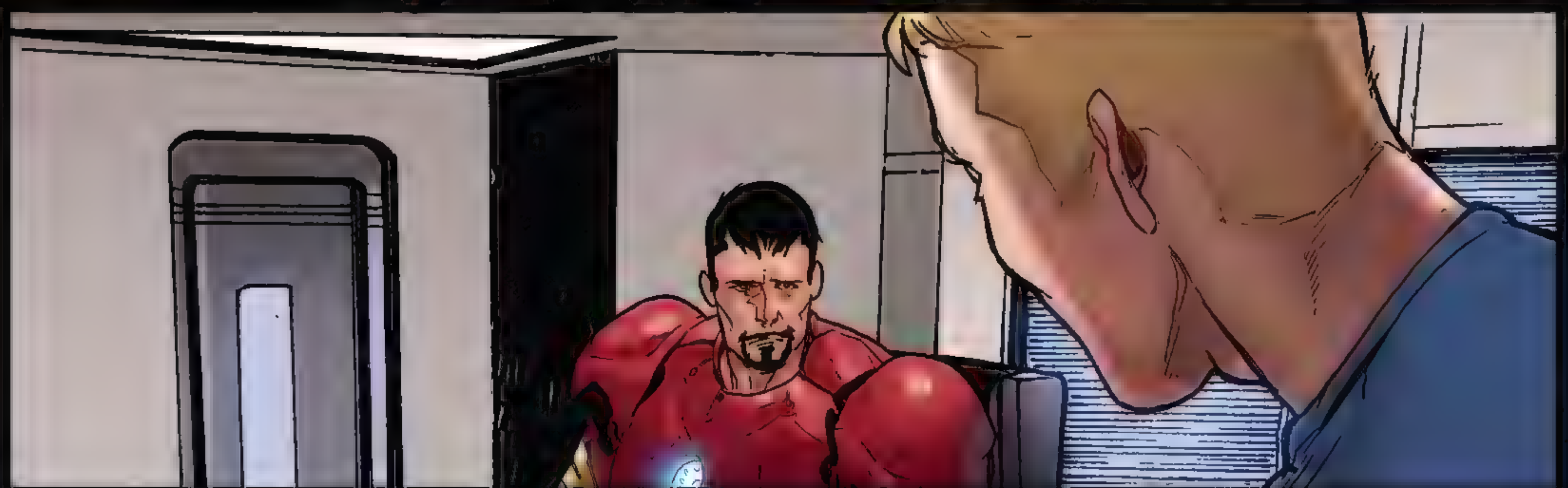
Do I *arrest* him? Do I have him taken out?

Do I *ground* him?

What do I *do*?

What do you do with something like this?

THE ULTIMATES



"I was just having one of those typical Tony Stark days."

--I'm talking with Tony Stark who has donated a portion of his classic armory to the New York Hall of Science here in Queens, New York as part of an interactive exhibit for all ages.

Tony, since the invention of this armor, you and it have been the targets of numerous physical and political attacks from people trying to steal the technology.

Are you at all worried about leaving your toys out for other people to play with?

Well, I don't think it would shock anyone to discover we took out the parts that might be harmful, useful, or valuable to anyone.

There is nothing worth stealing here.

It's a lovely donation. What was in it for you?

I always, to this day, look to the work of other futurists and scientists for inspiration.

I look at others' work and it inspires me to do better. To be bolder.

And when the lovely people at the Hall of Science requested a donation of some sort, I thought what would be better than to give back that inspiration to others?

One of *these* kids out here, one of them, is going to look at this armor and it will inspire an idea...a flash of genius...

And that idea might spark a *technological revolution*.

Do I sound amazingly self-congratulatory even for me?

Well, let me ask you this--

Hold on!

Oh, come on...



Get down,
Mr. Stark!!



Hold on,
I--

PROCEDURE!!!



Ho!



"If you're asking me
what my impression
of Spider-Man is..."



Presenting...
my foot!!

NEW YORK HALL OF SCIENCE



You
will die in
blood!

Okay, so
that wasn't the
best entrance
one-liner.

The problem
is I don't have
anywhere to
workshop this
material.

I need to
join an improv
workshop or try
it on the--
Whoopsie
poo!

CRASH



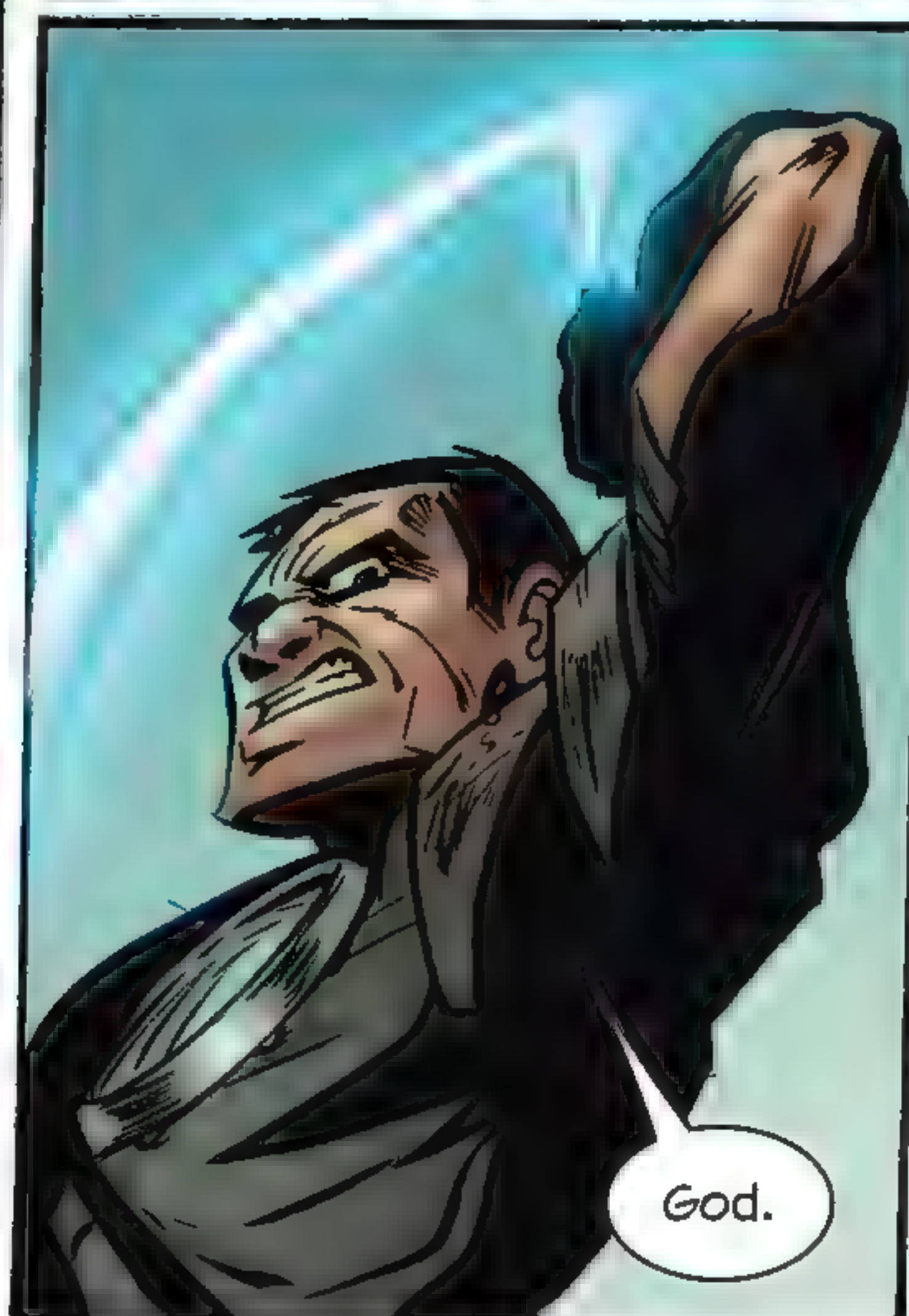
Please,
Mr. Stark!!

Give
me that!!

Let
us do our
job!!

Sure!!







YAAARRRGHH!!



How did you know to do that?

Oh, uh, I know your Mark Nine armor has a built-in 54-zglat Starktech energy fluctuation shield.

That's-- *whoo*-- that is why I guess this dude was trying to get you without your armor on.

So I thought I could use the armor shield... as a shield.





So he's smart because he's a fan of yours?

No, he's smart because he's smart.

Because he's a fan of yours.

Do you know what a 54-zglat Starktech energy fluctuation shield is?



It's something you invented?



No, you don't.

And *you* are top cop of the world.

You're *in charge* of our defense systems.

But I'm not the tech wizard of the universe.

Carol, I'm saying: *no one* knows what it is.

Me and five other guys who care about such things.

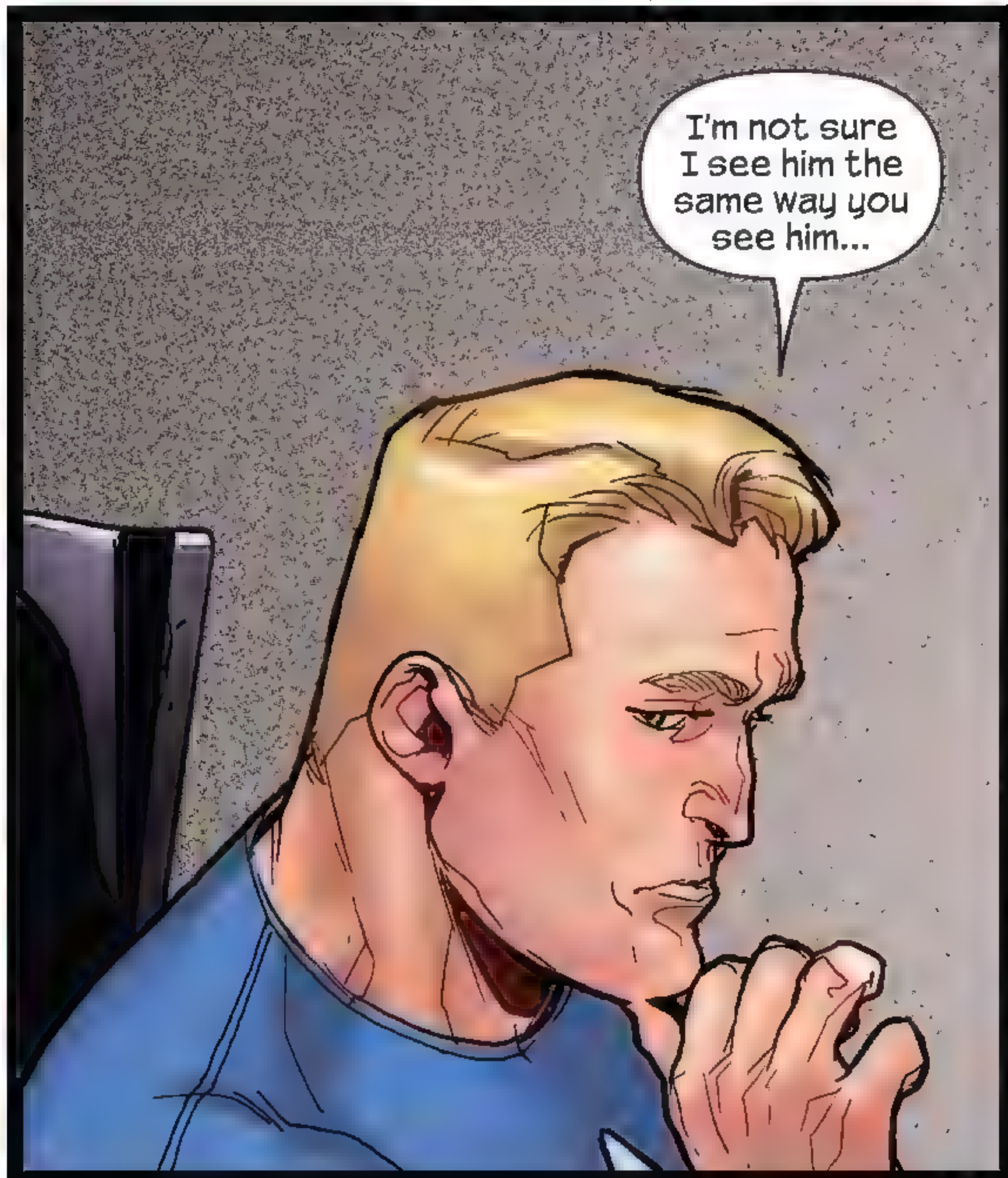


And one of them is a 15-year-old boy in a long Johns Spider costume that very much looks like he sewed himself.

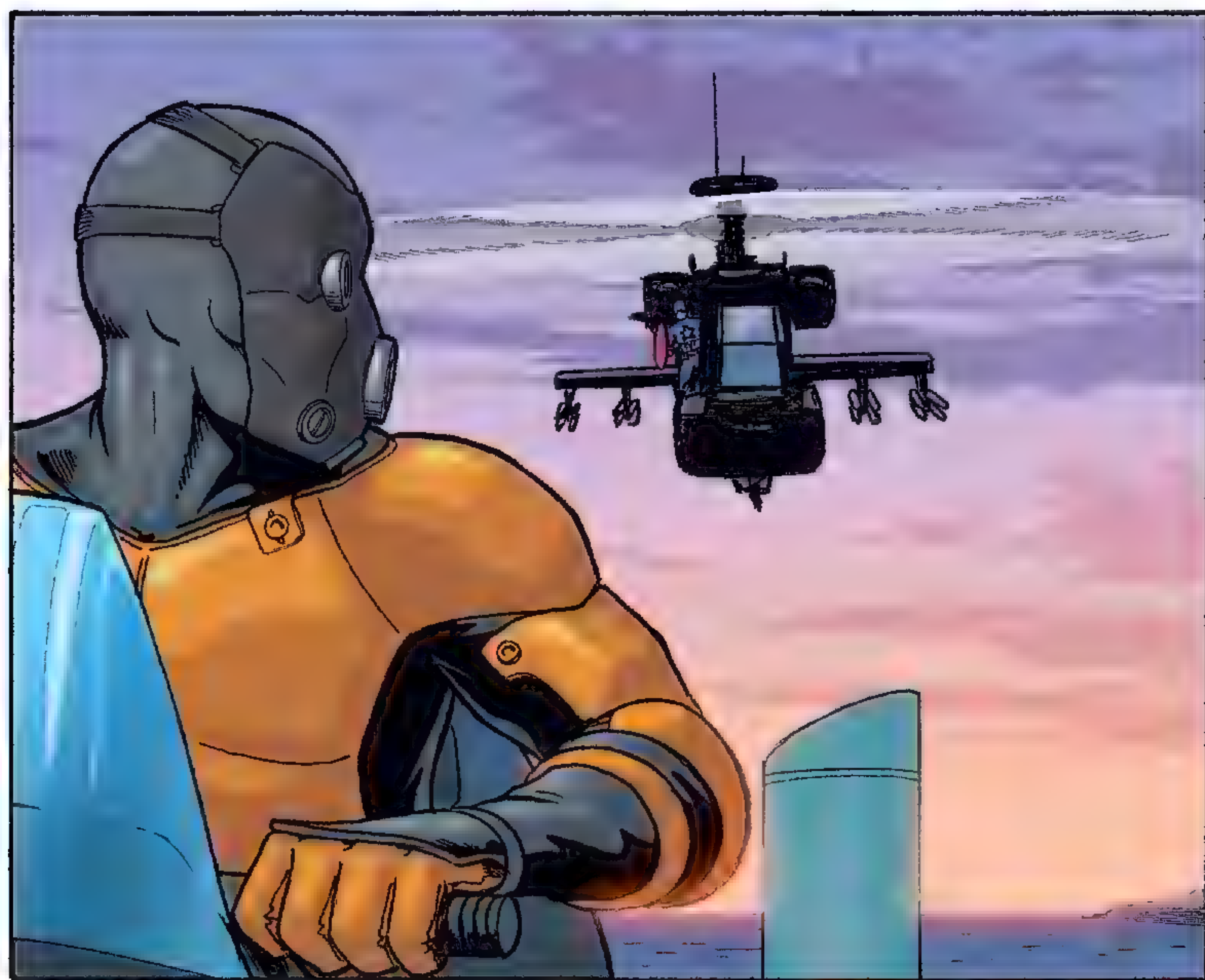
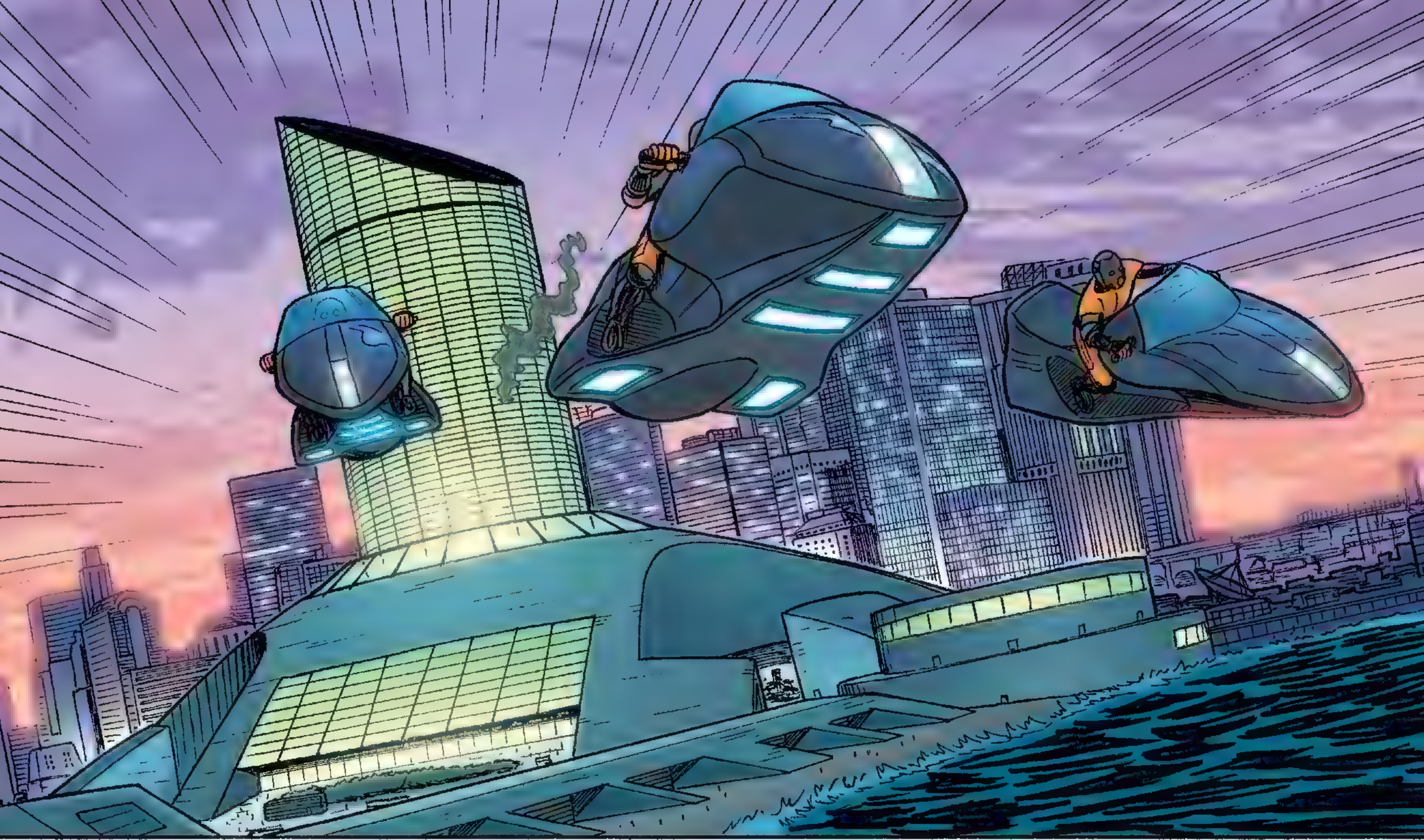
And not only did he *know* what it was and *understand* what it was, but he knew how to use it.

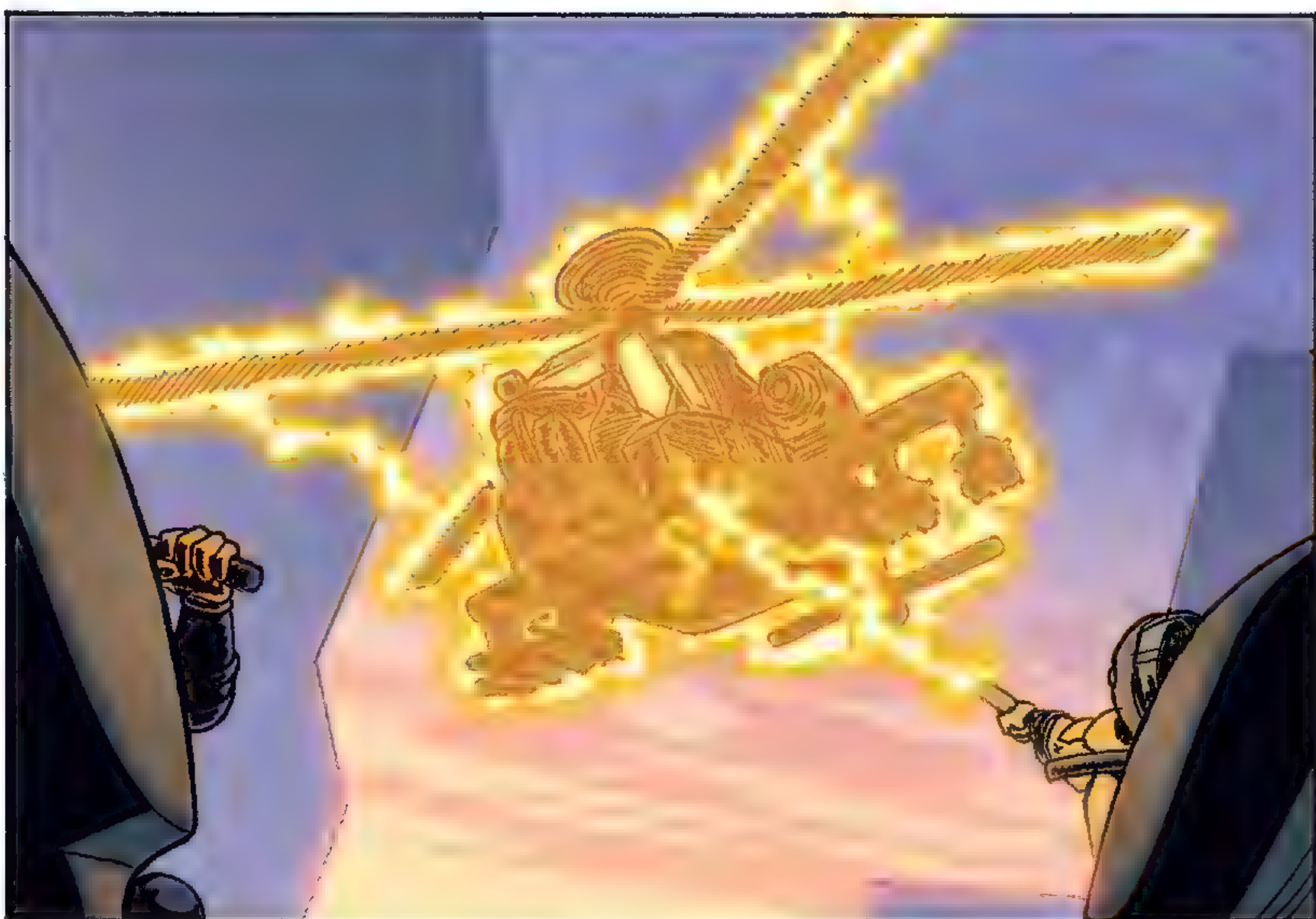
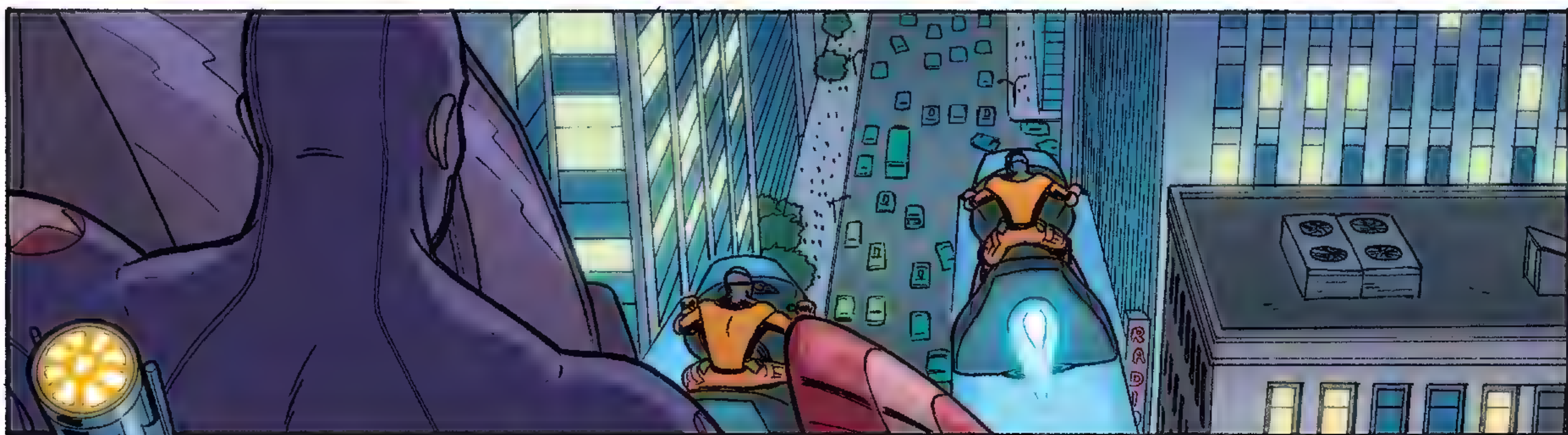
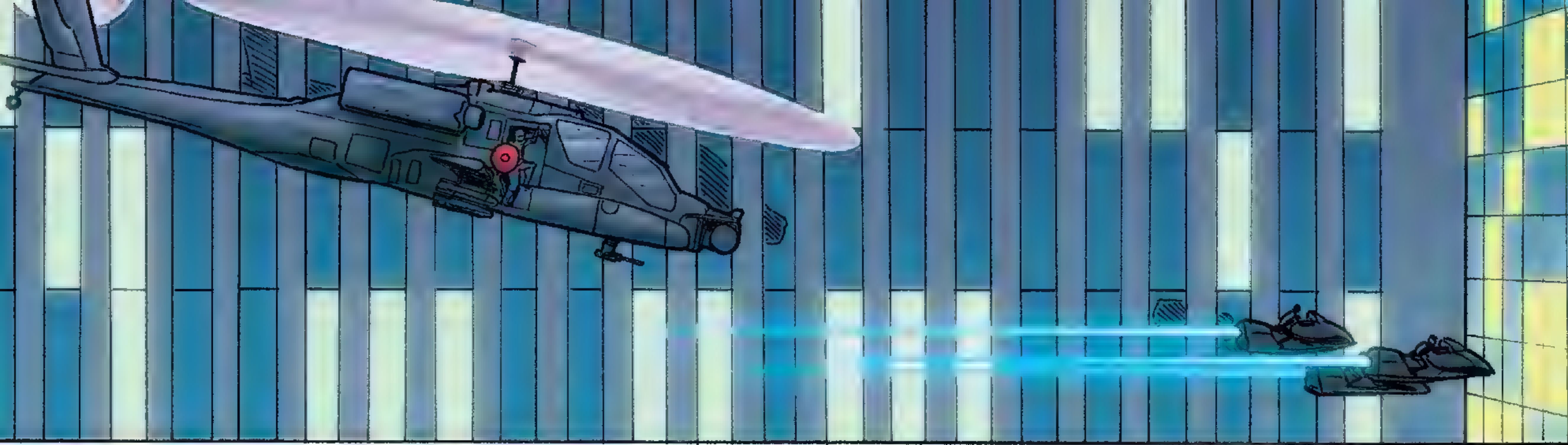
And he had the caloonies to do it.

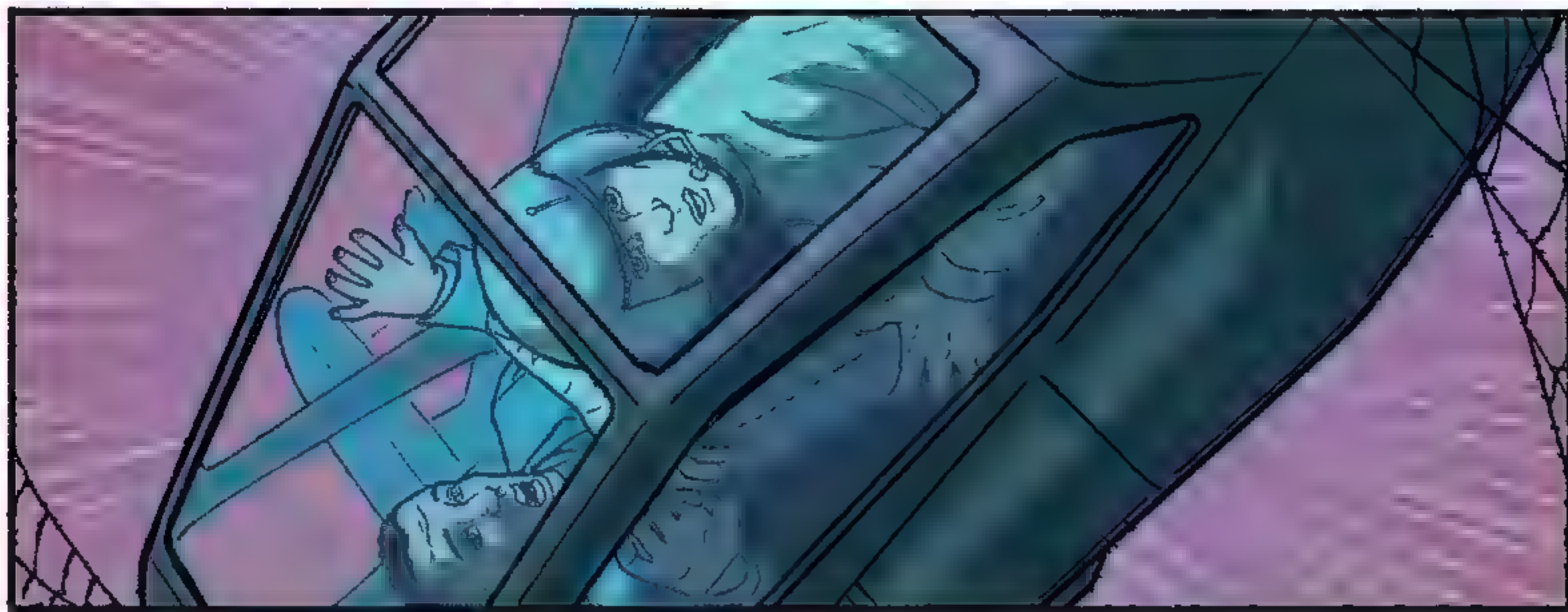
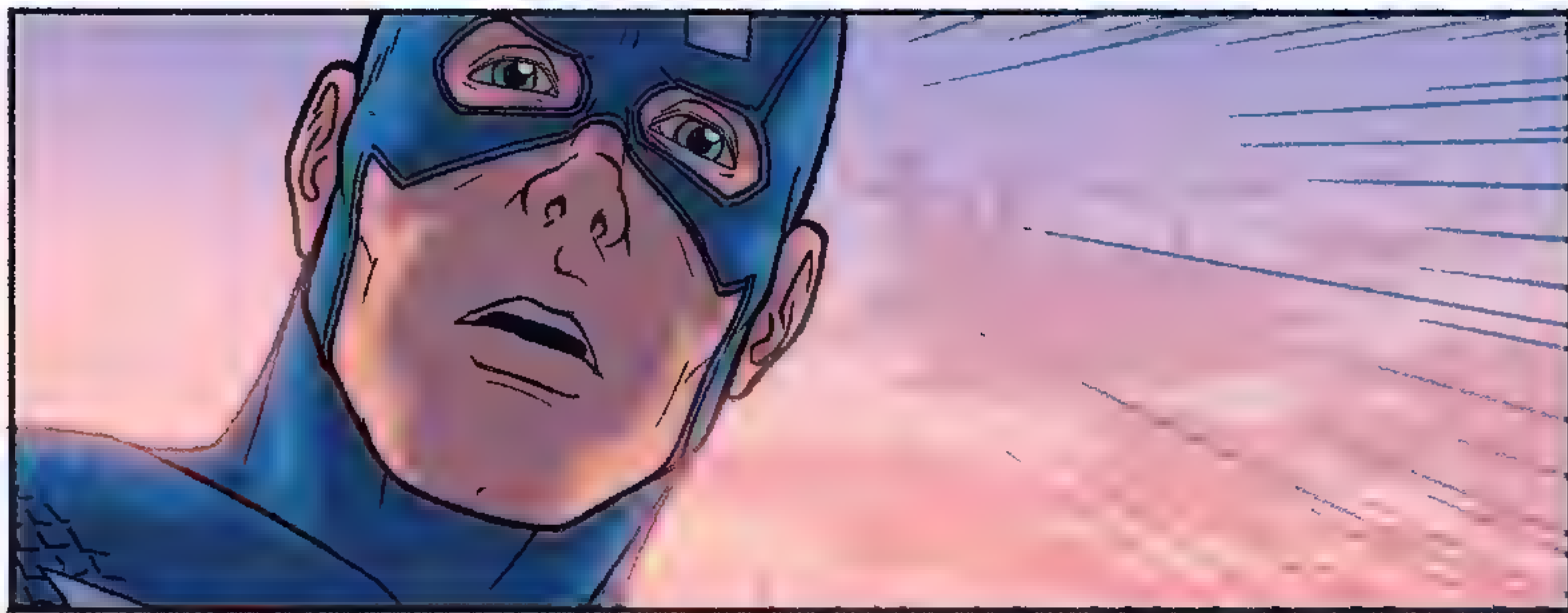
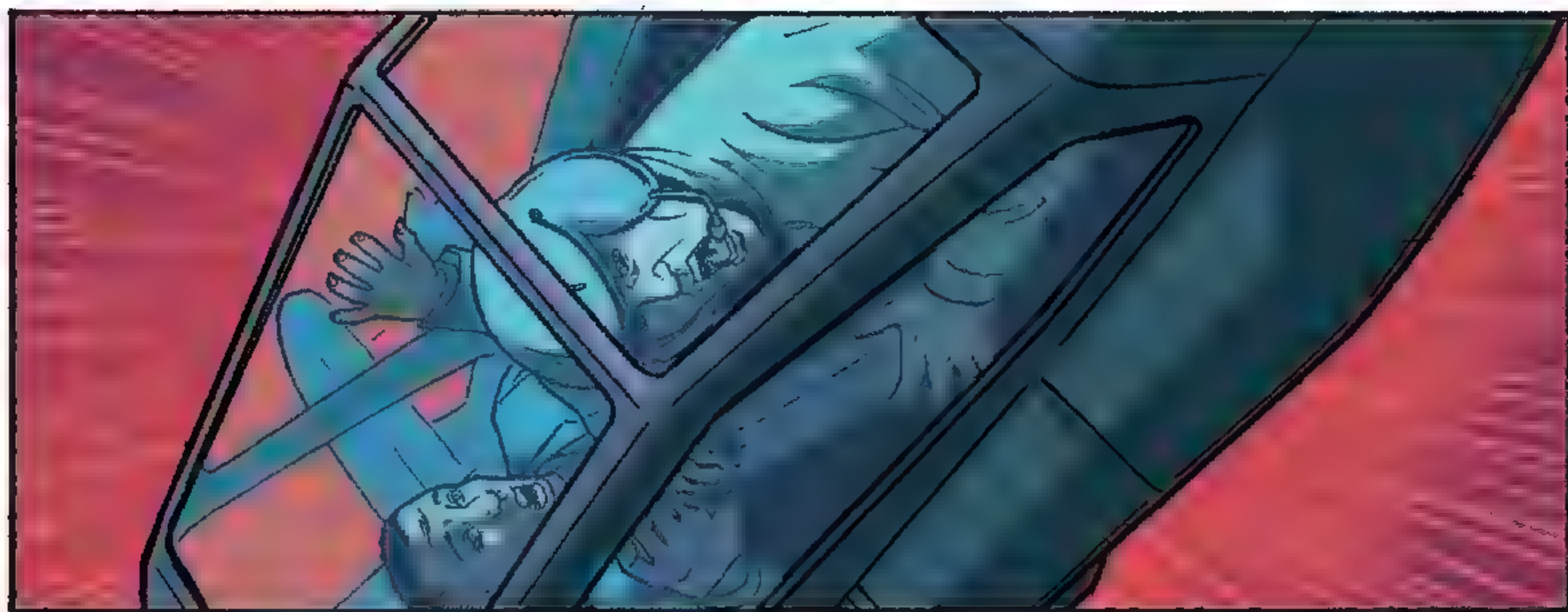
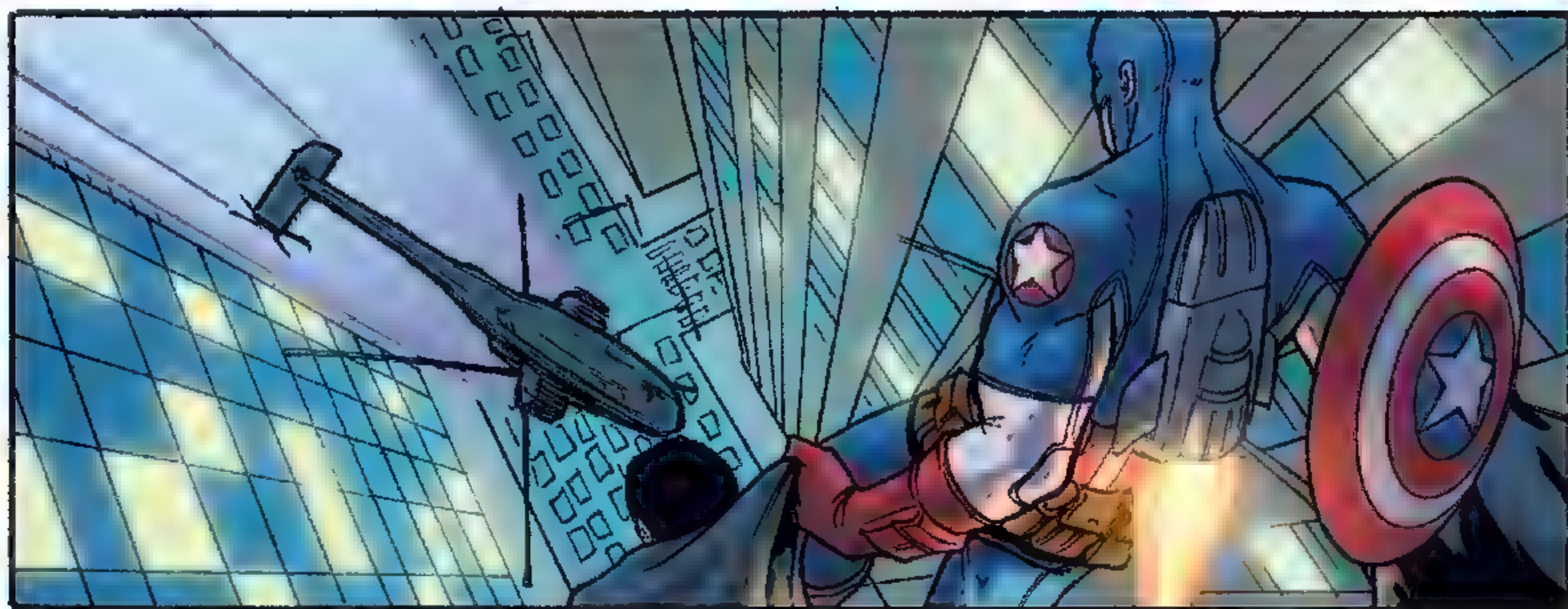
That's smart and that's brave.

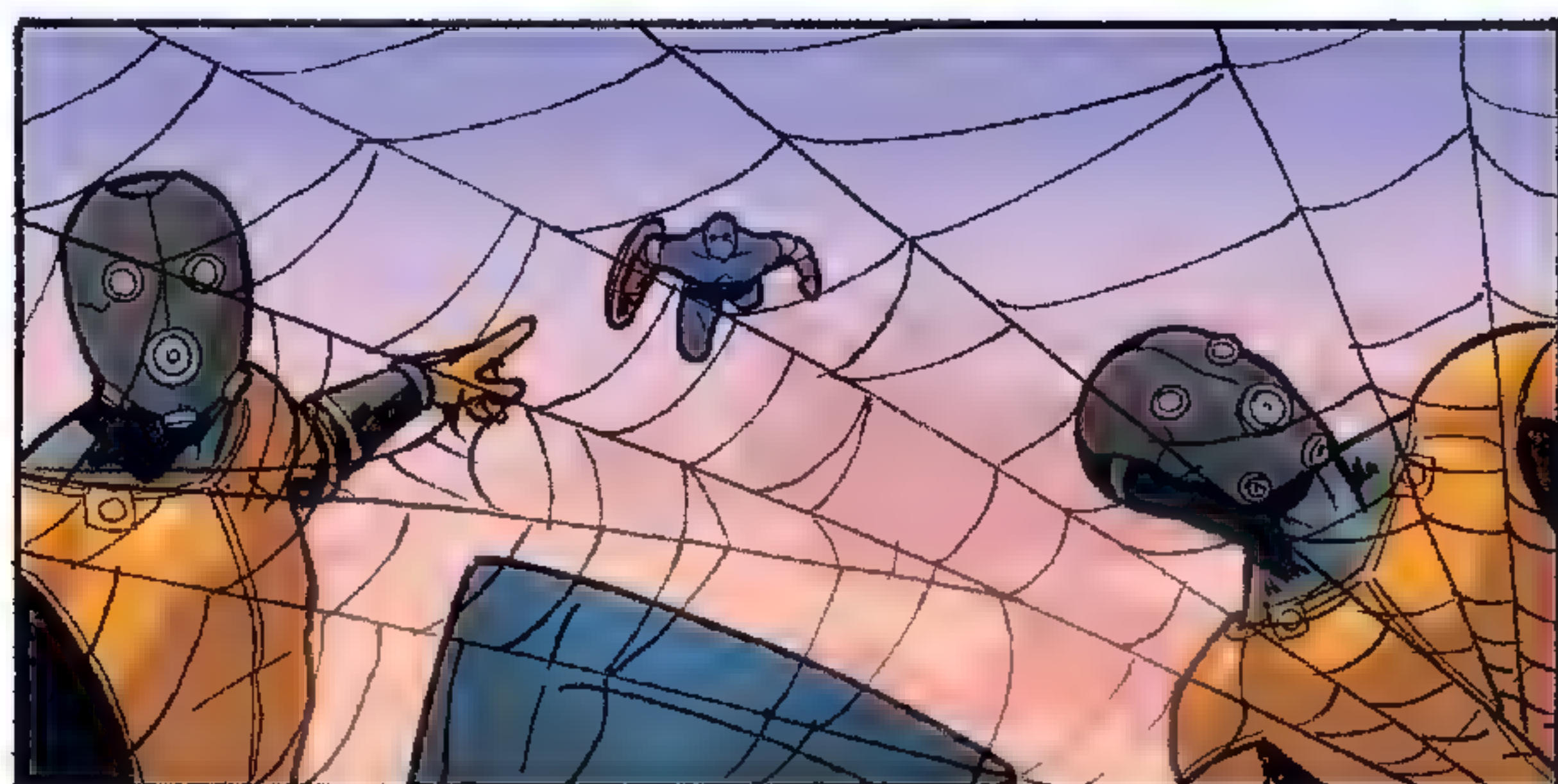
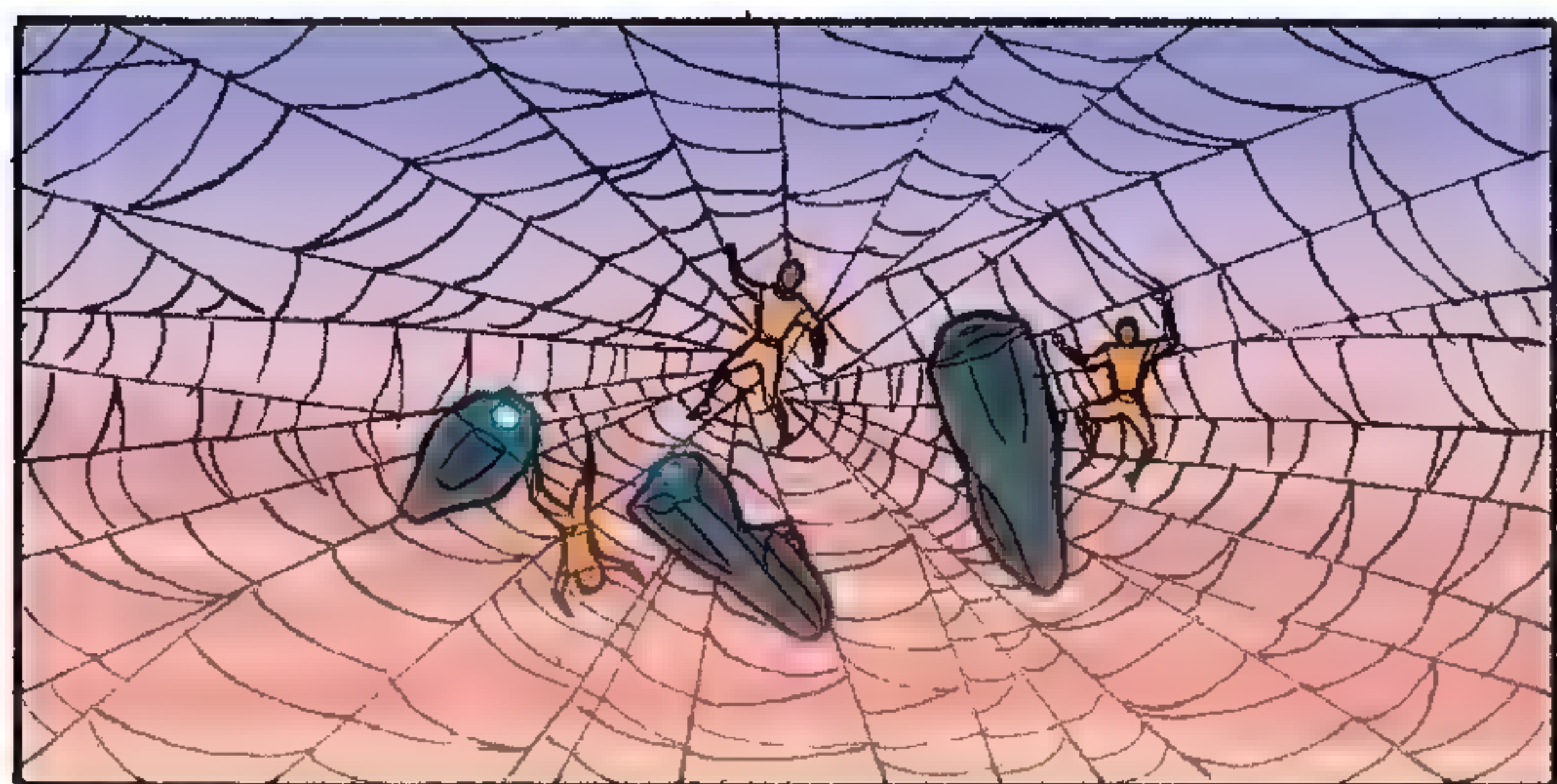
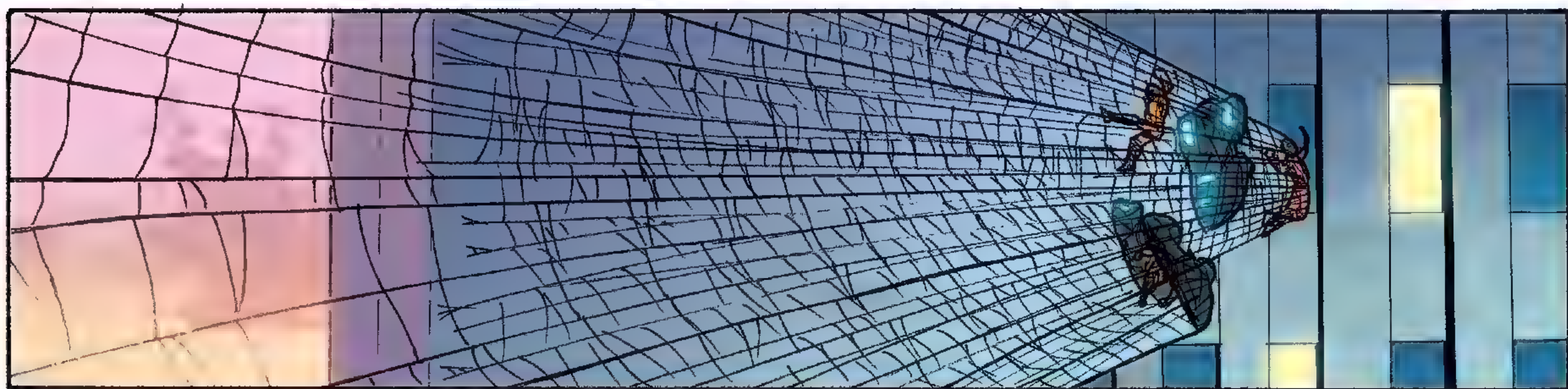
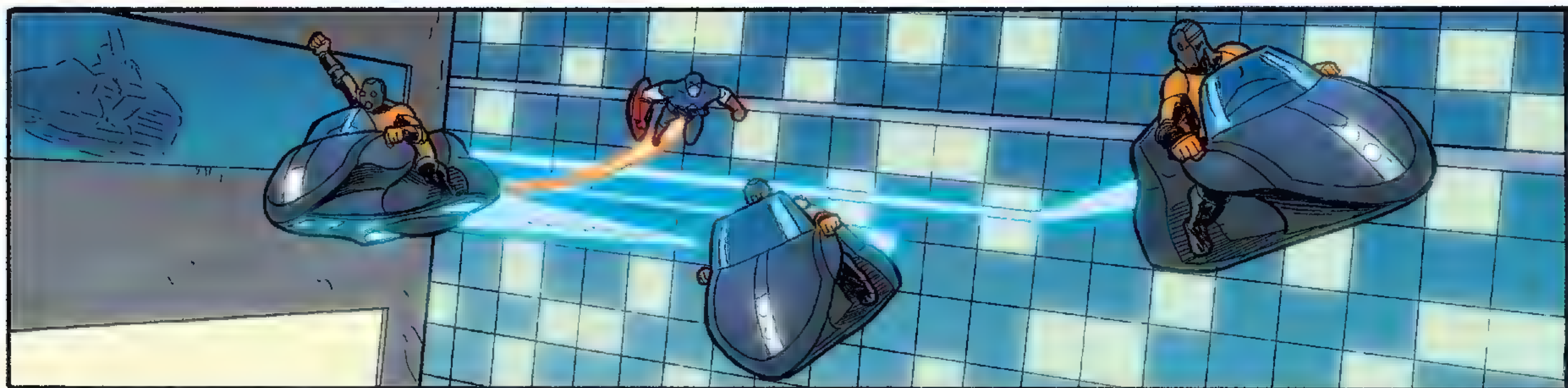


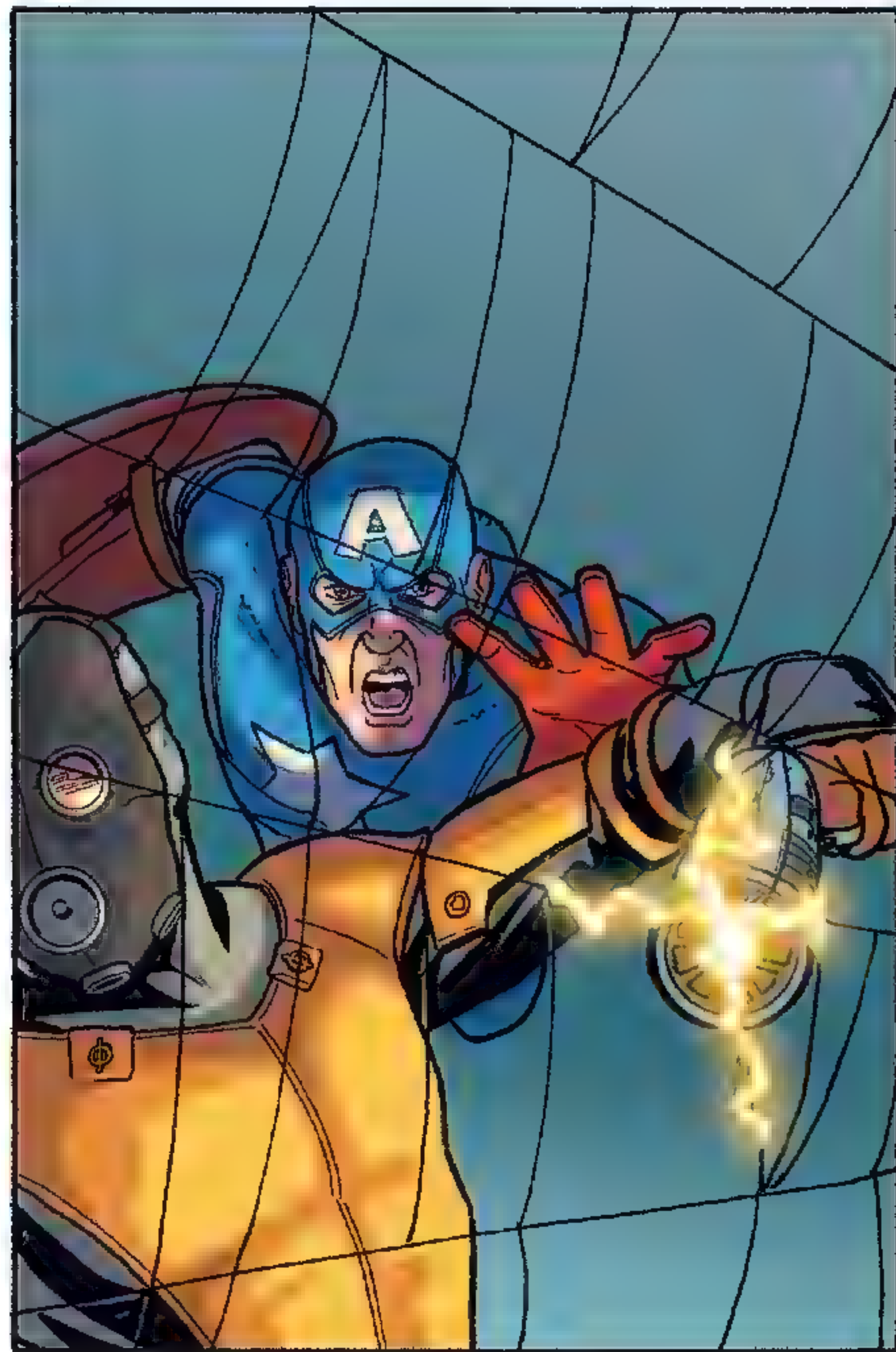
I'm not sure I see him the same way you see him...

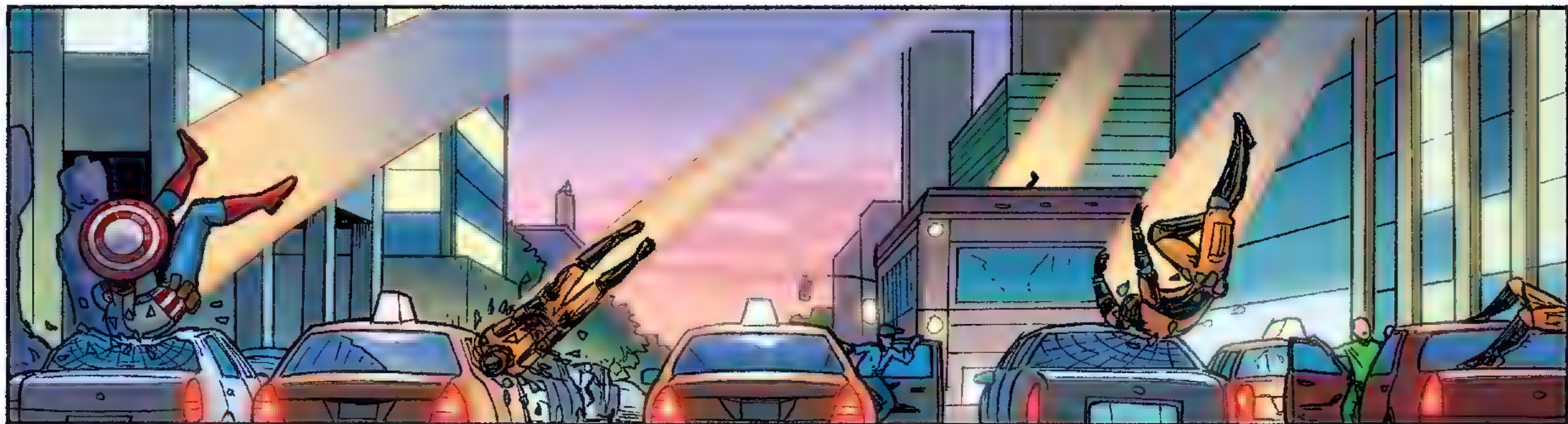


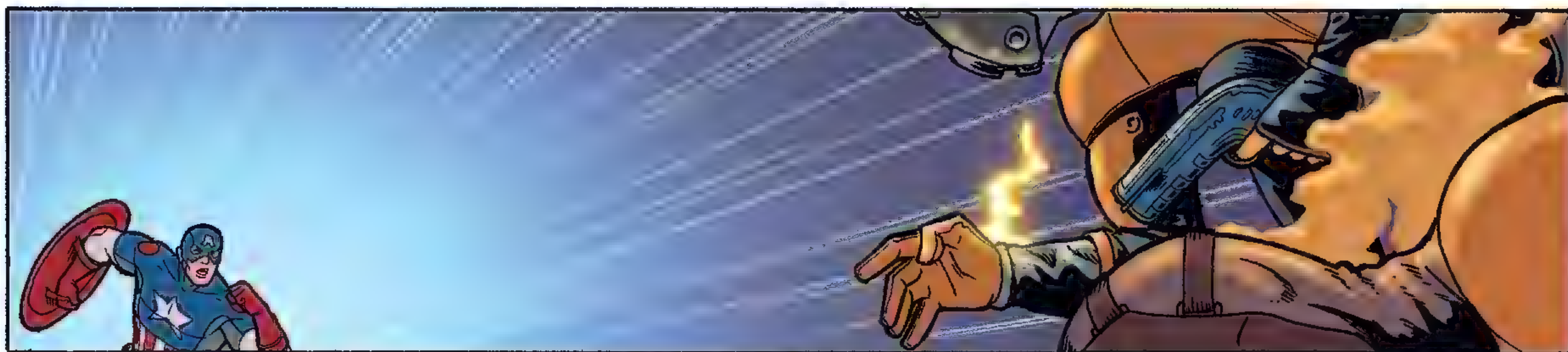


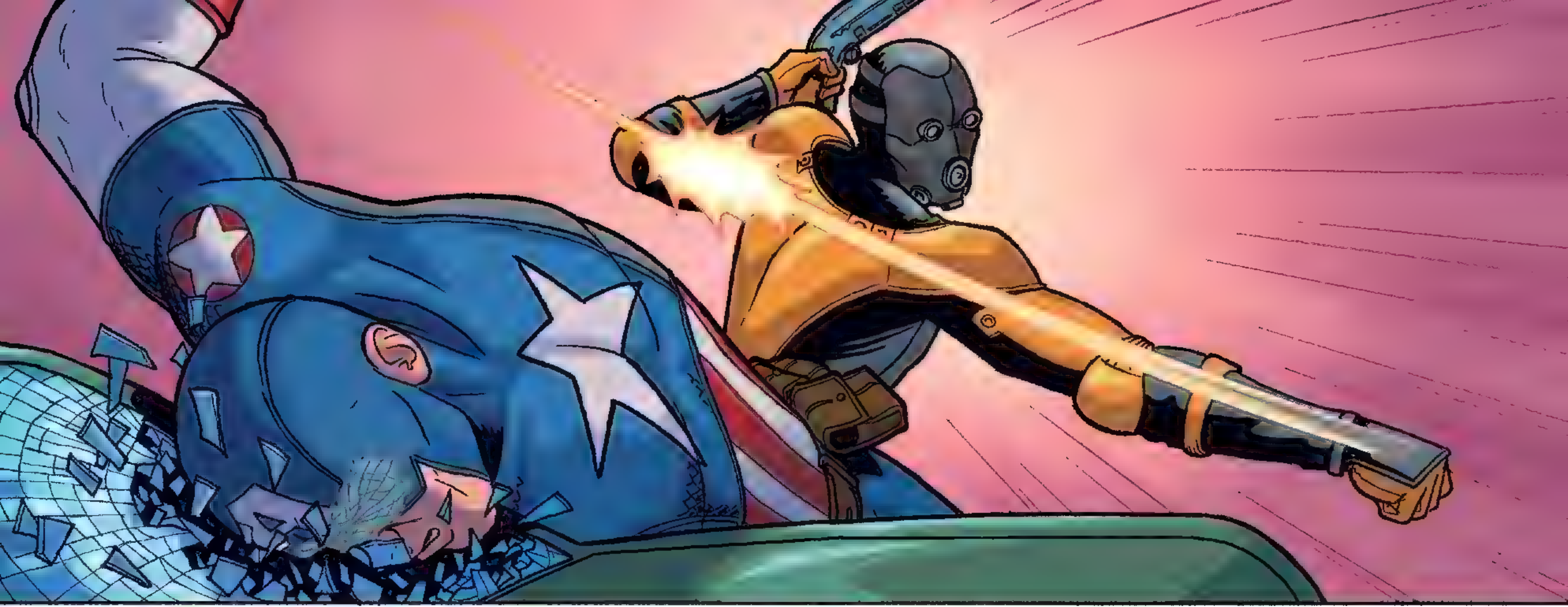














Big fan.
Idiot.
I know.



"So, no, I don't think he's ready."



There is a reason they don't let children in the military.

Because they are children and they could get themselves killed.

I'm not saying the boy doesn't have the best intentions and I'm not saying he's not brave...but in my opinion there's a fine line between bravery and just plain stupid.

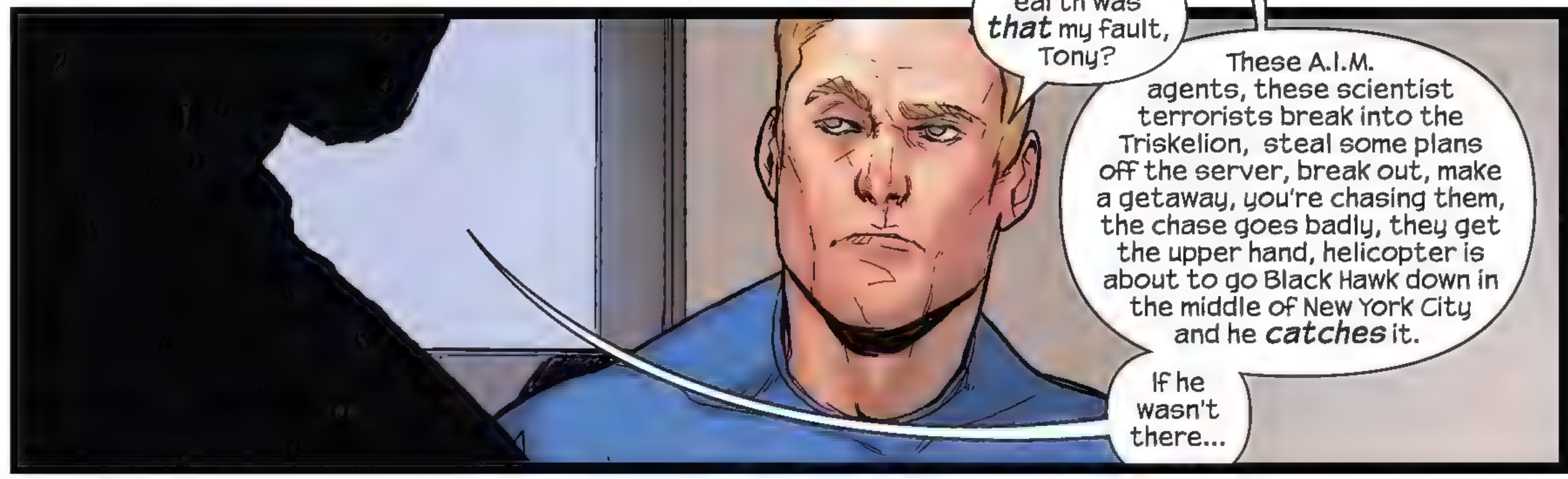
And by the grace of God, no one was hurt and no one died that day.

Not for nothing, but that story sounds like it was more your fault, than his fault.

How on earth was *that* my fault, Tony?

These A.I.M. agents, these scientist terrorists break into the Triskelion, steal some plans off the server, break out, make a getaway, you're chasing them, the chase goes badly, they get the upper hand, helicopter is about to go Black Hawk down in the middle of New York City and he *catches* it.

If he wasn't there...



He also almost let them get away and caused *just as much* property damage than if the helicopter went down!

But no one was hurt.

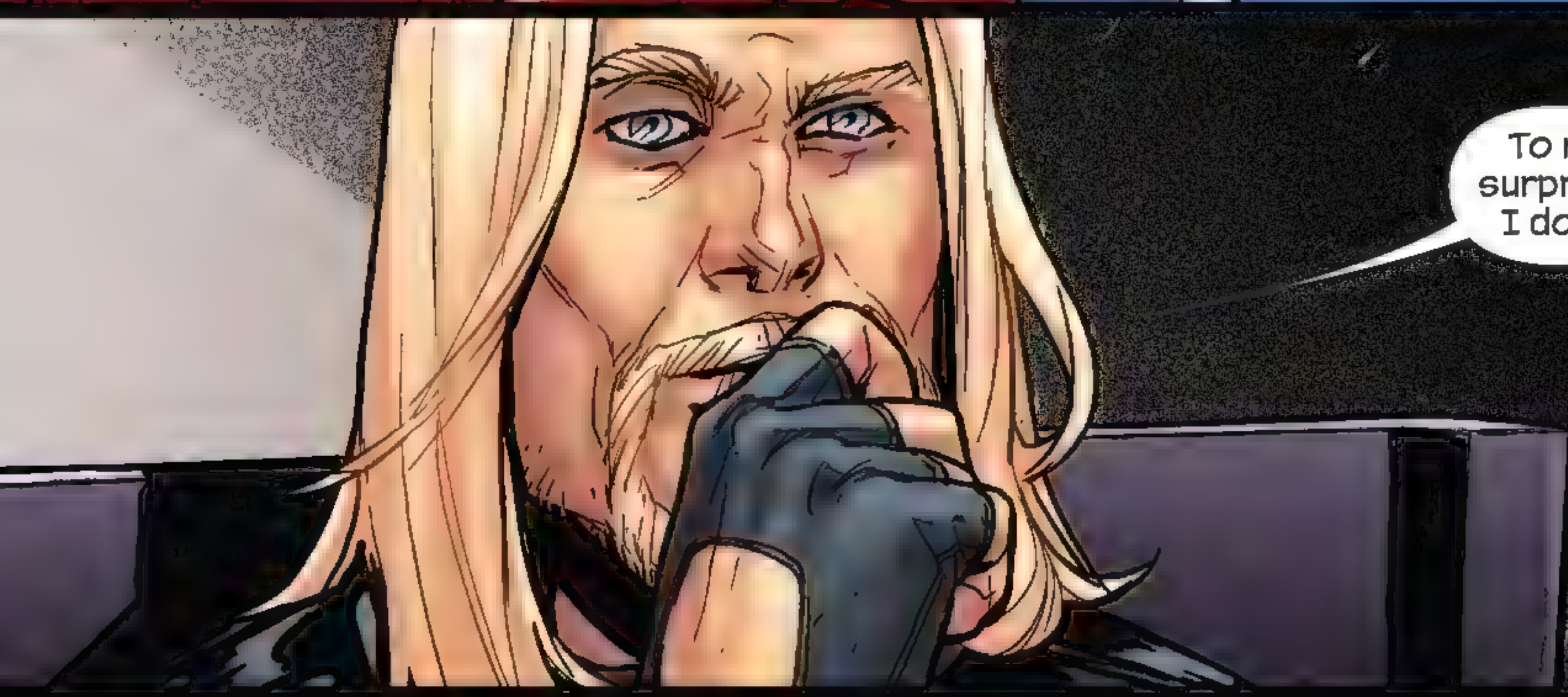
He's too young, Tony.

I think you're being too hard on him.

I think I'm the only one being hard on him.



Thor, you mighty God of Thunder, you don't happen to have an *opinion* on this?



To my surprise, I do...

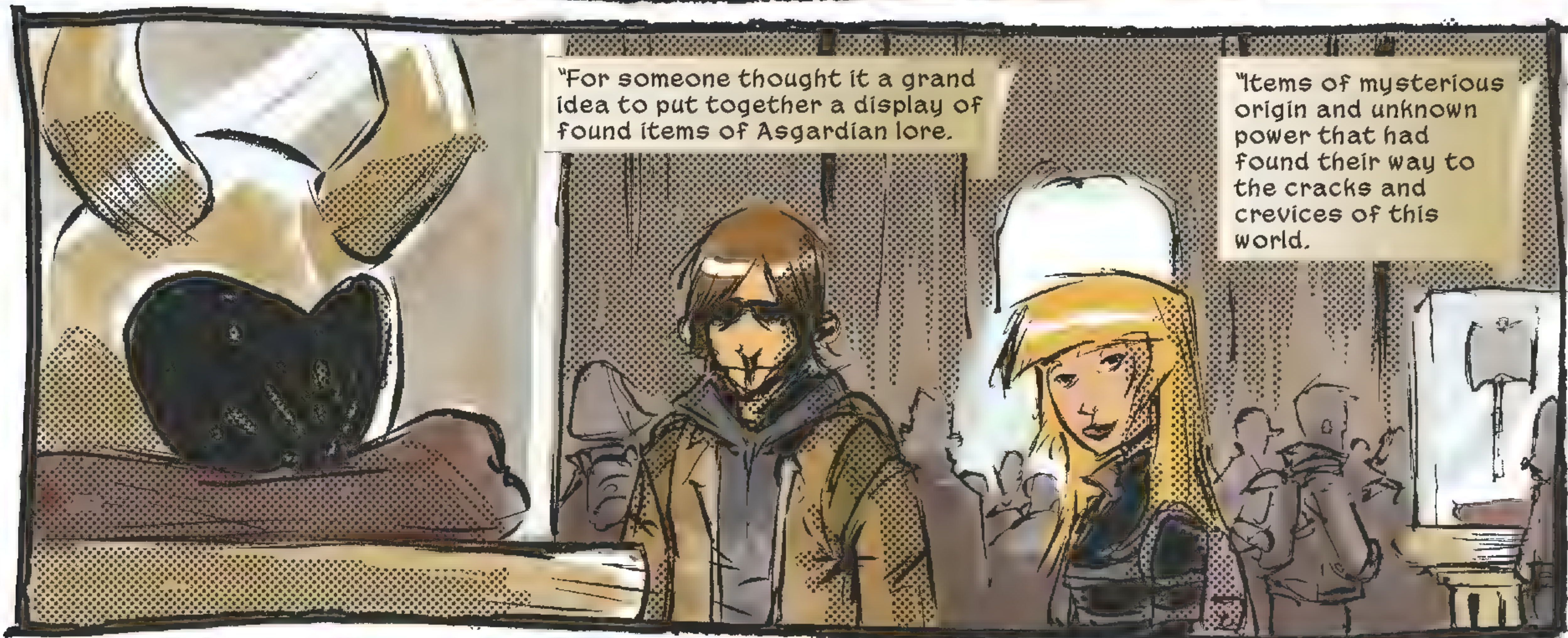
It was a day...a day like any other...



"It would seem, at first, that only *fate* could pull together creatures as disparate as myself and the Spider-Man.

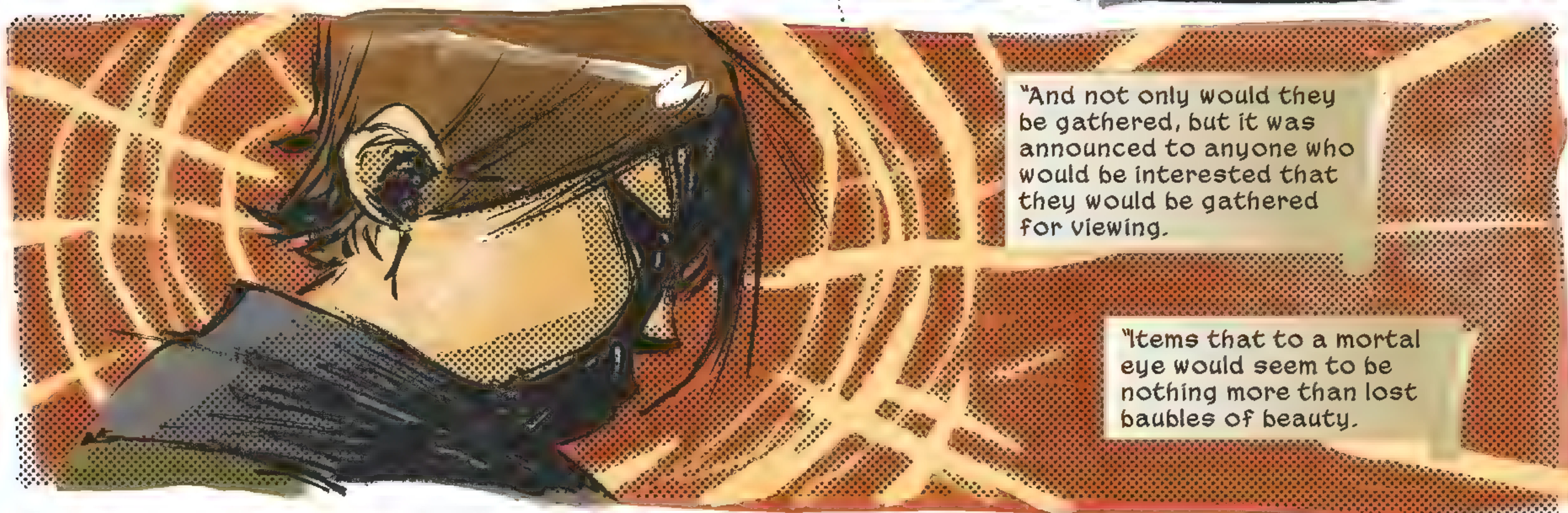
"For this great city of New York is vast and glorious--full of all sides of life and mystery.

"But what brought us together this day was nothing more than mortal man's ignorance of the world that I came from.



"For someone thought it a grand idea to put together a display of found items of Asgardian lore.

"Items of mysterious origin and unknown power that had found their way to the cracks and crevices of this world.



"And not only would they be gathered, but it was announced to anyone who would be interested that they would be gathered for viewing.

"Items that to a mortal eye would seem to be nothing more than lost baubles of beauty.



"But, as they say, nothing in this world, or the world of my birth, is guaranteed to be as it would seem...

"In this case as I would find, there was a lost soul, a mortal sorcerer named Xandu. Through his studies, he discovered what only a handful of people in the entire Nine Realms know is a lost item of transference and power.

"He came seeking the lost eye of Avalon.

"And he found what he was looking for.

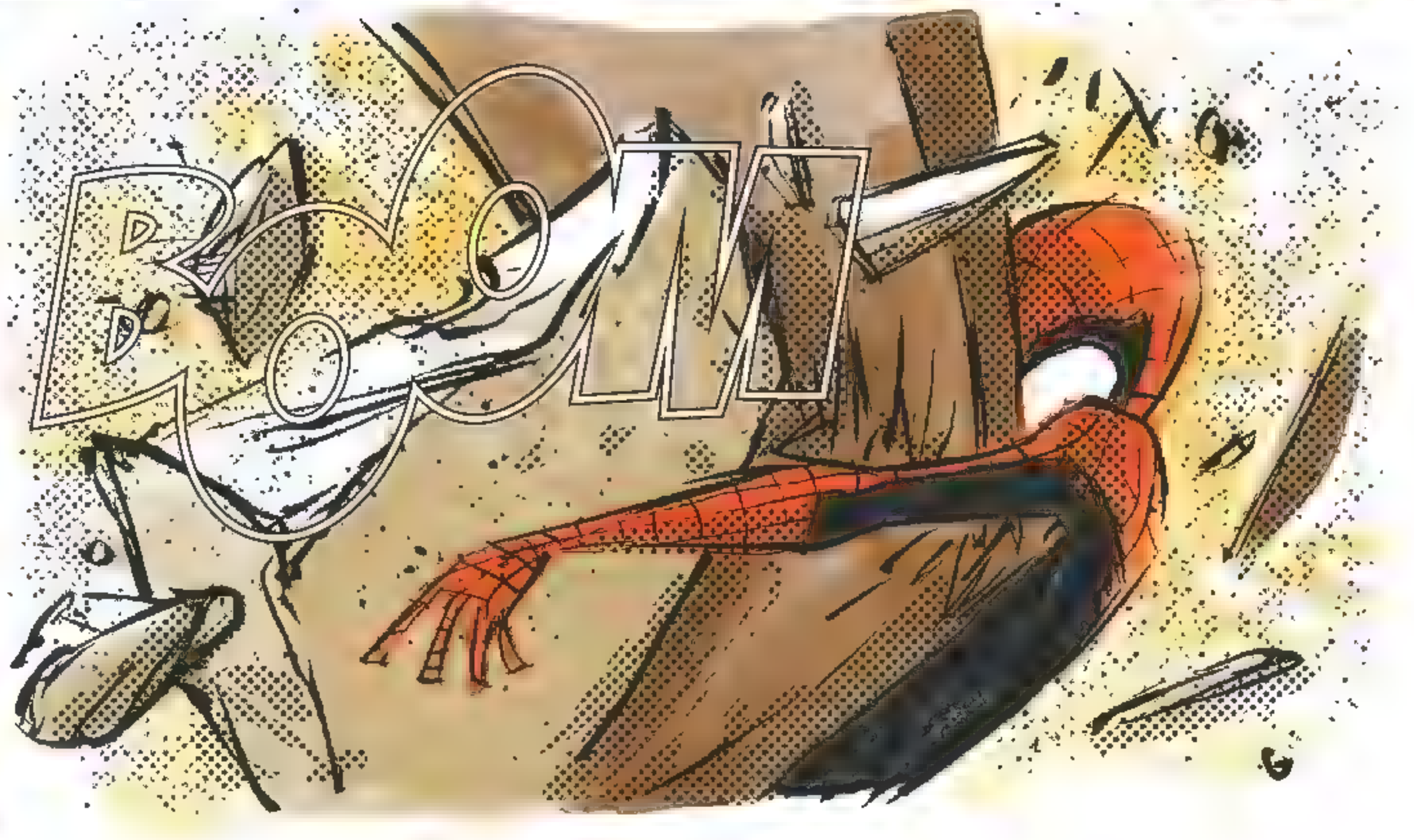
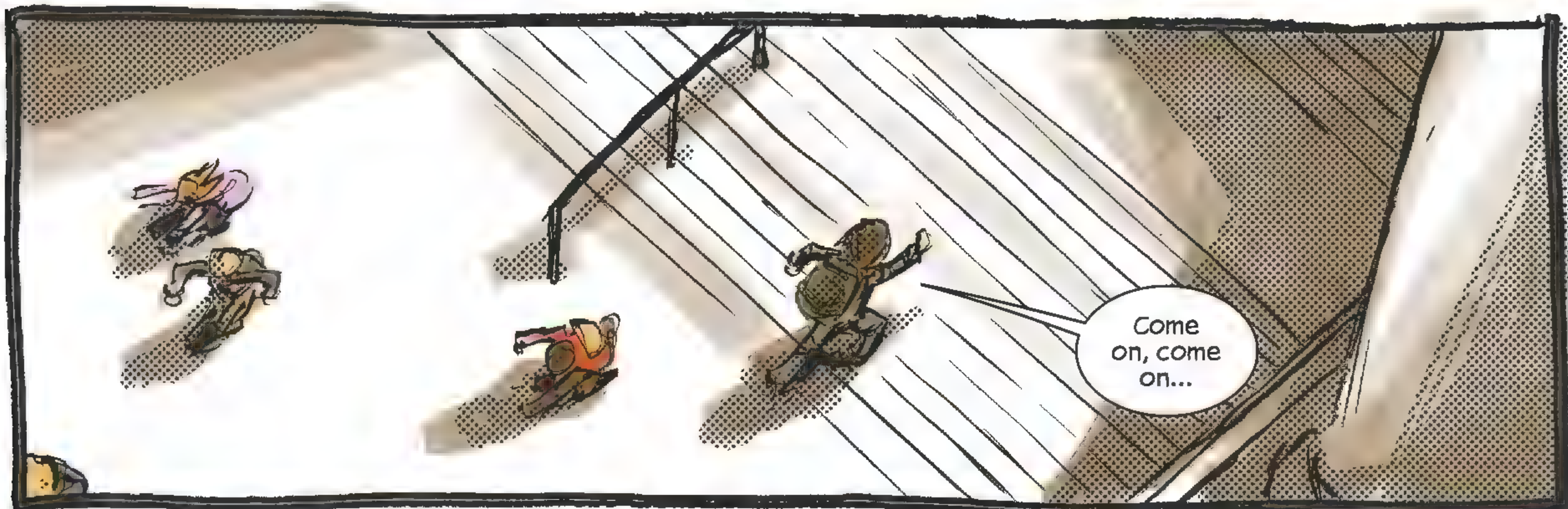
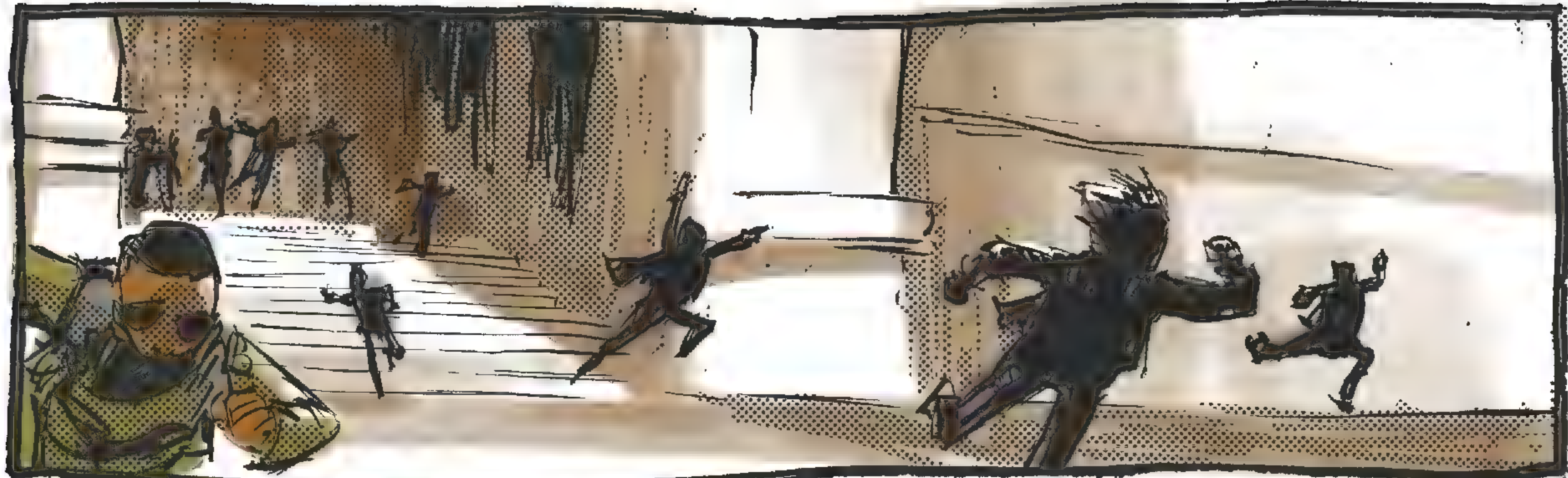
"Power.

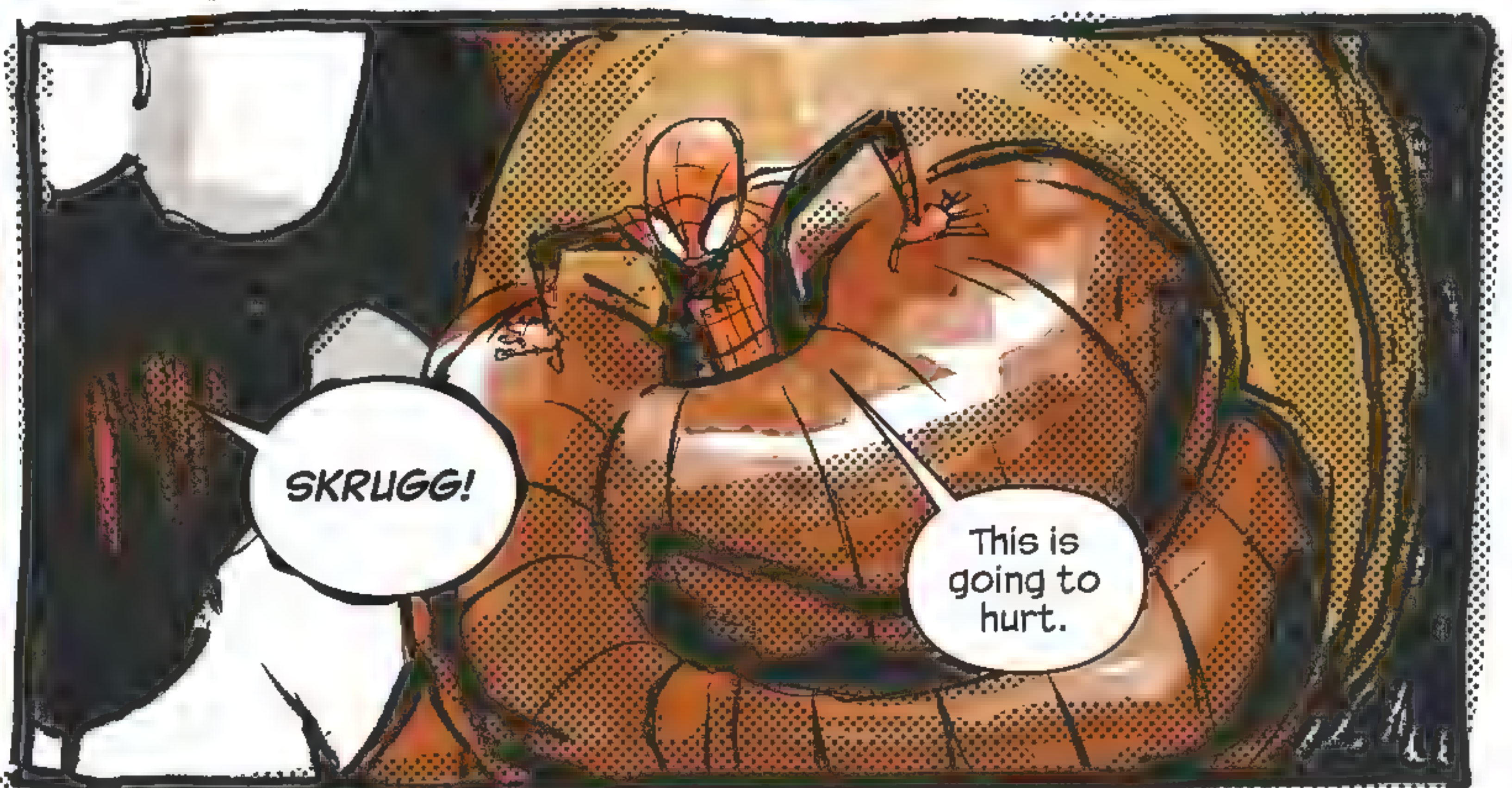
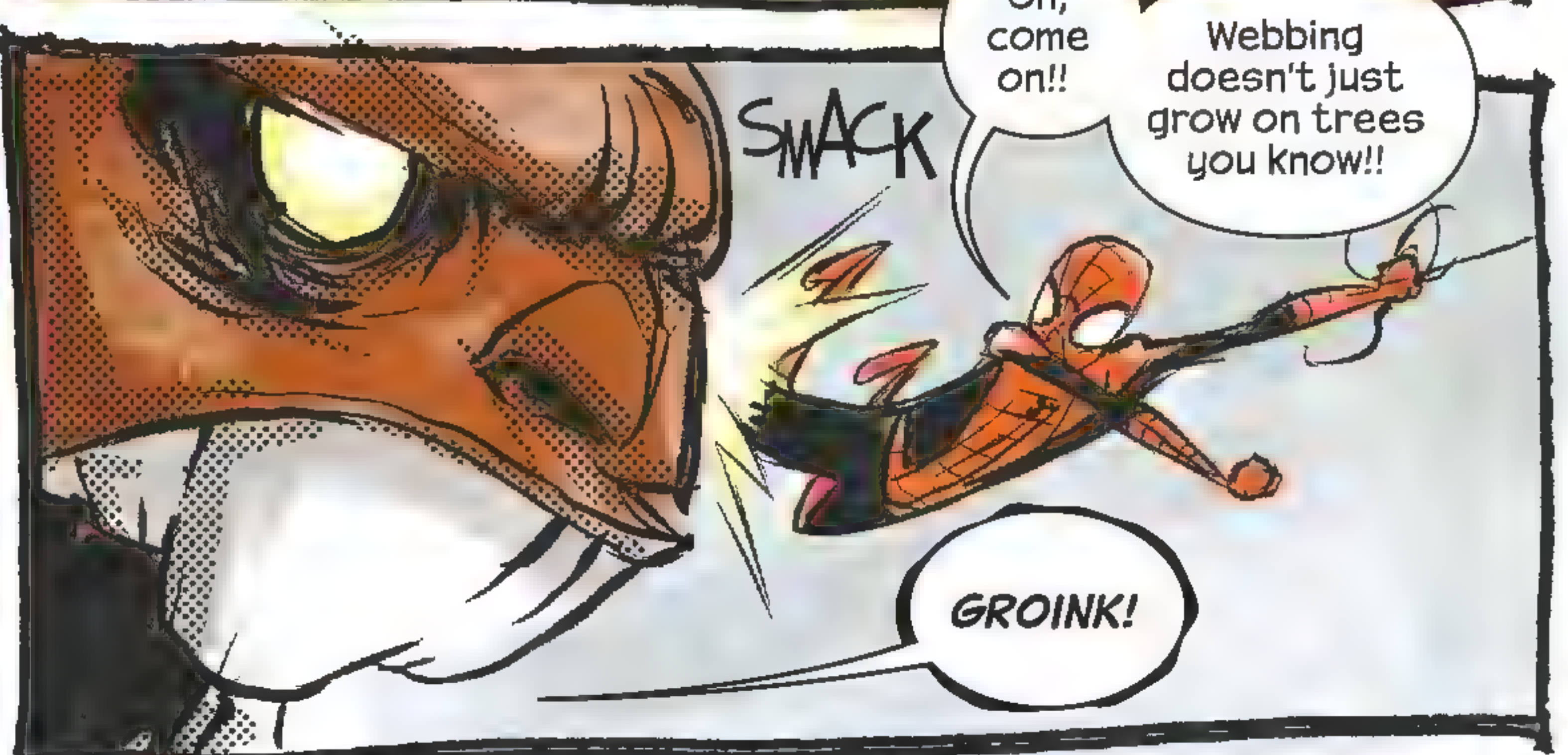
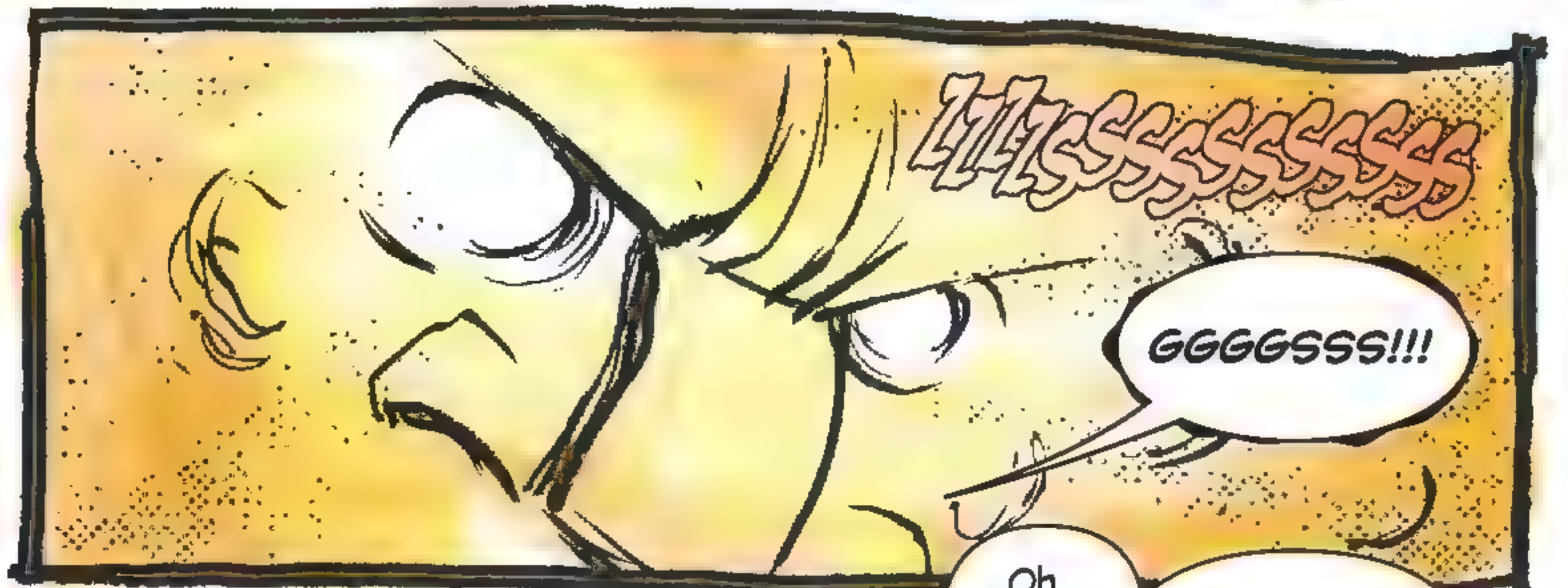
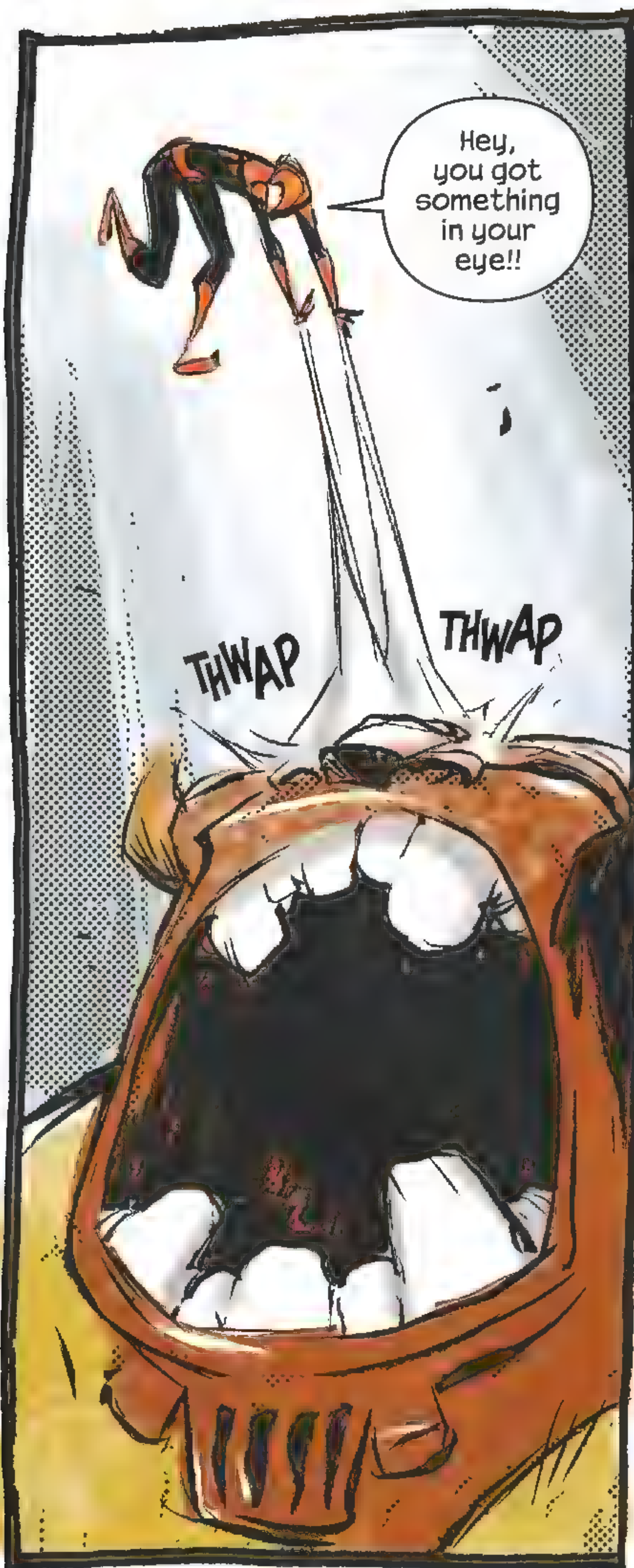
"From a lost land and time.

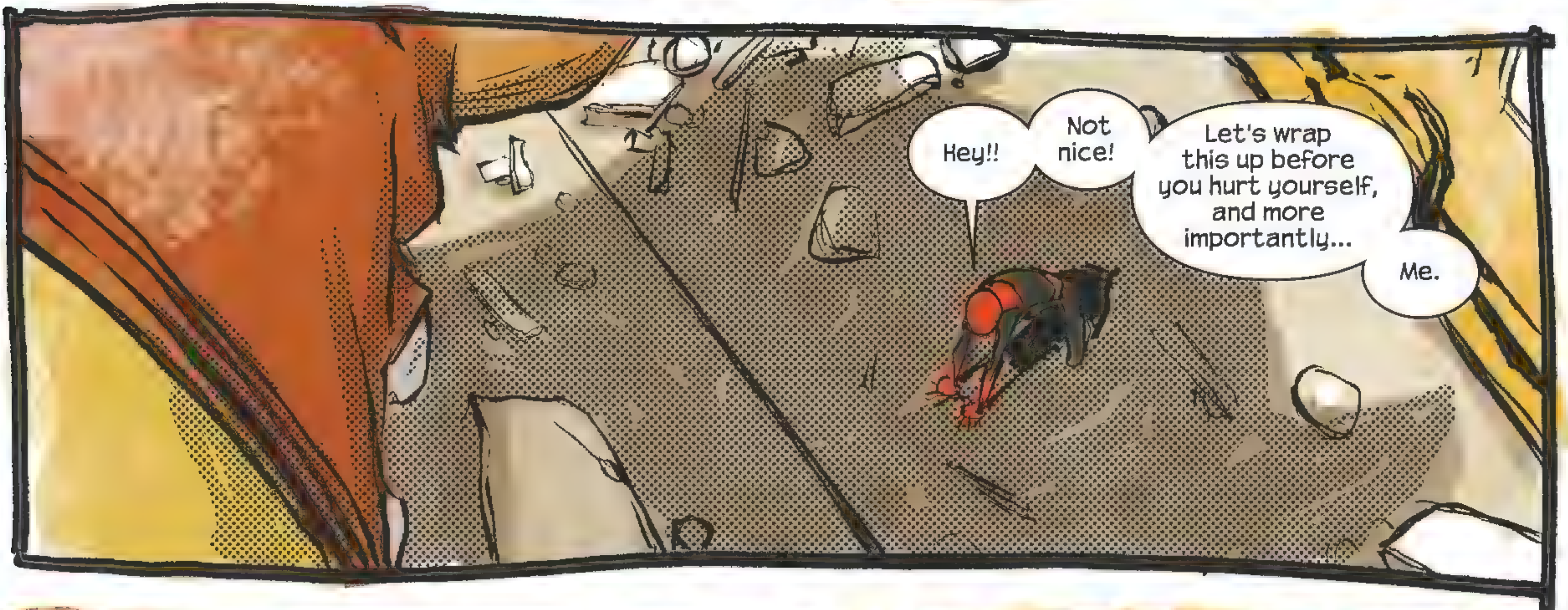
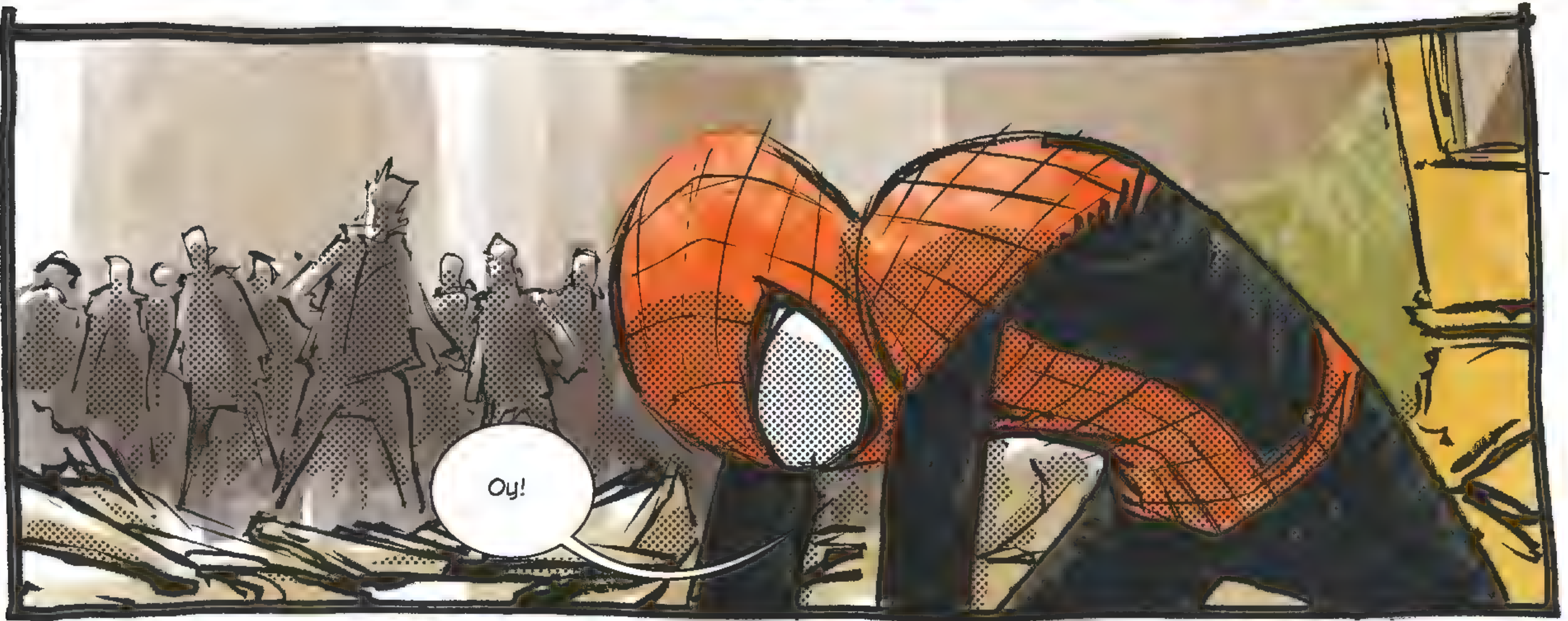
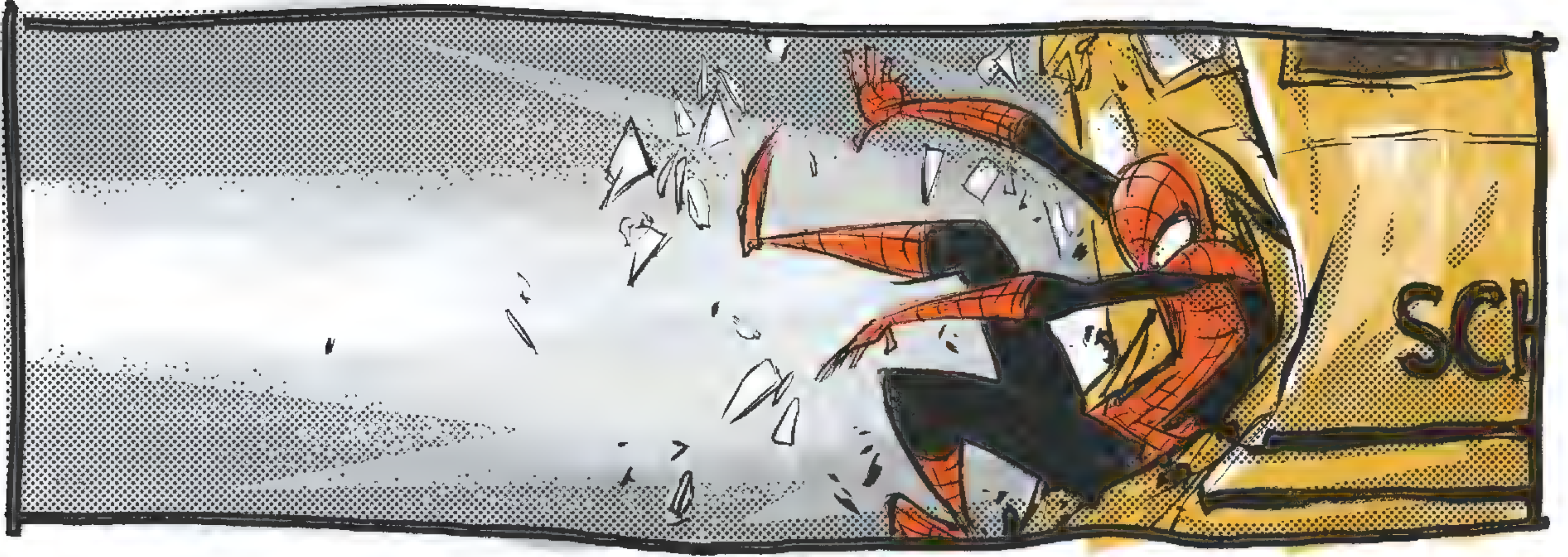
"Power that has
no place here
on Earth."

"And no place
in the hands
of a mortal."

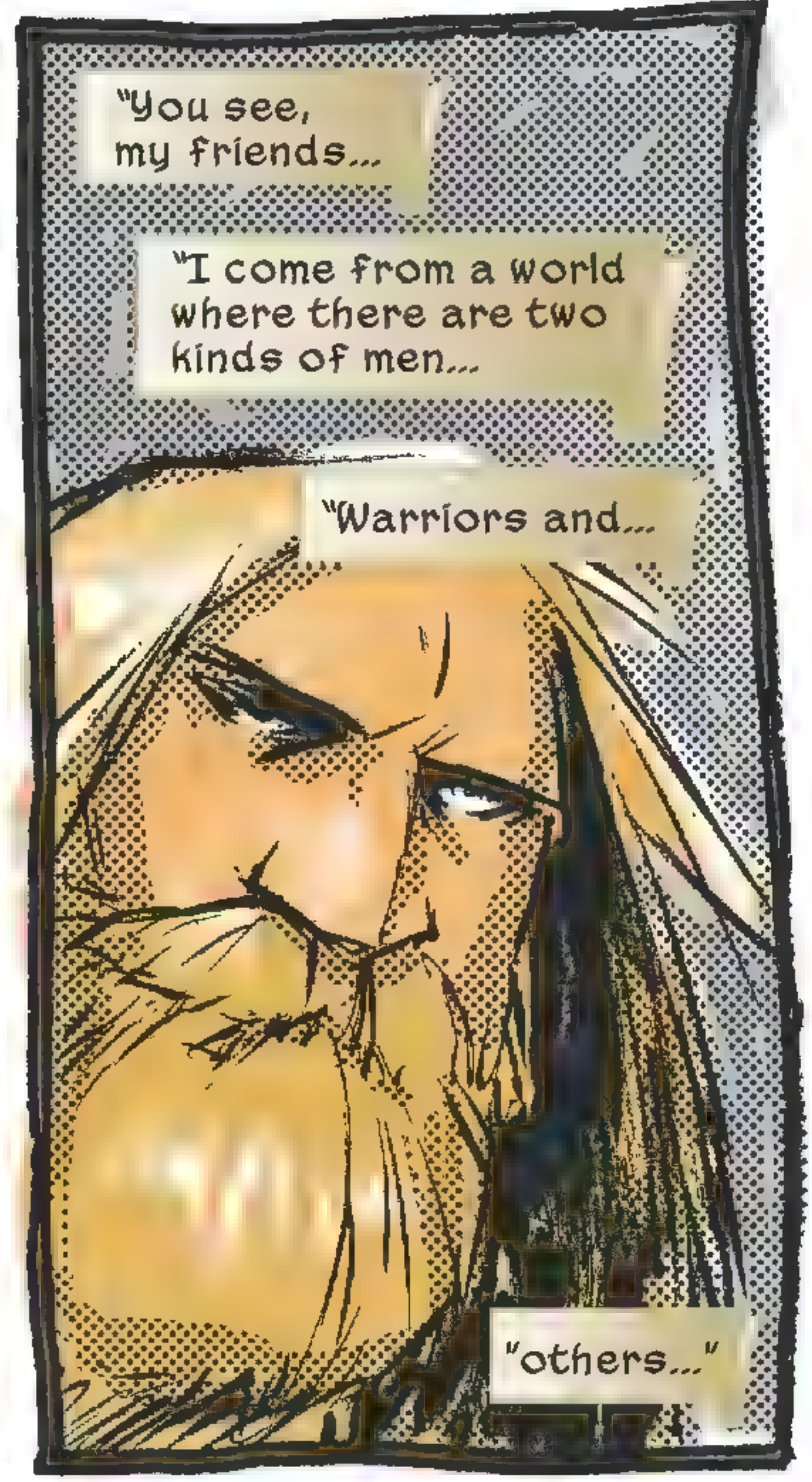
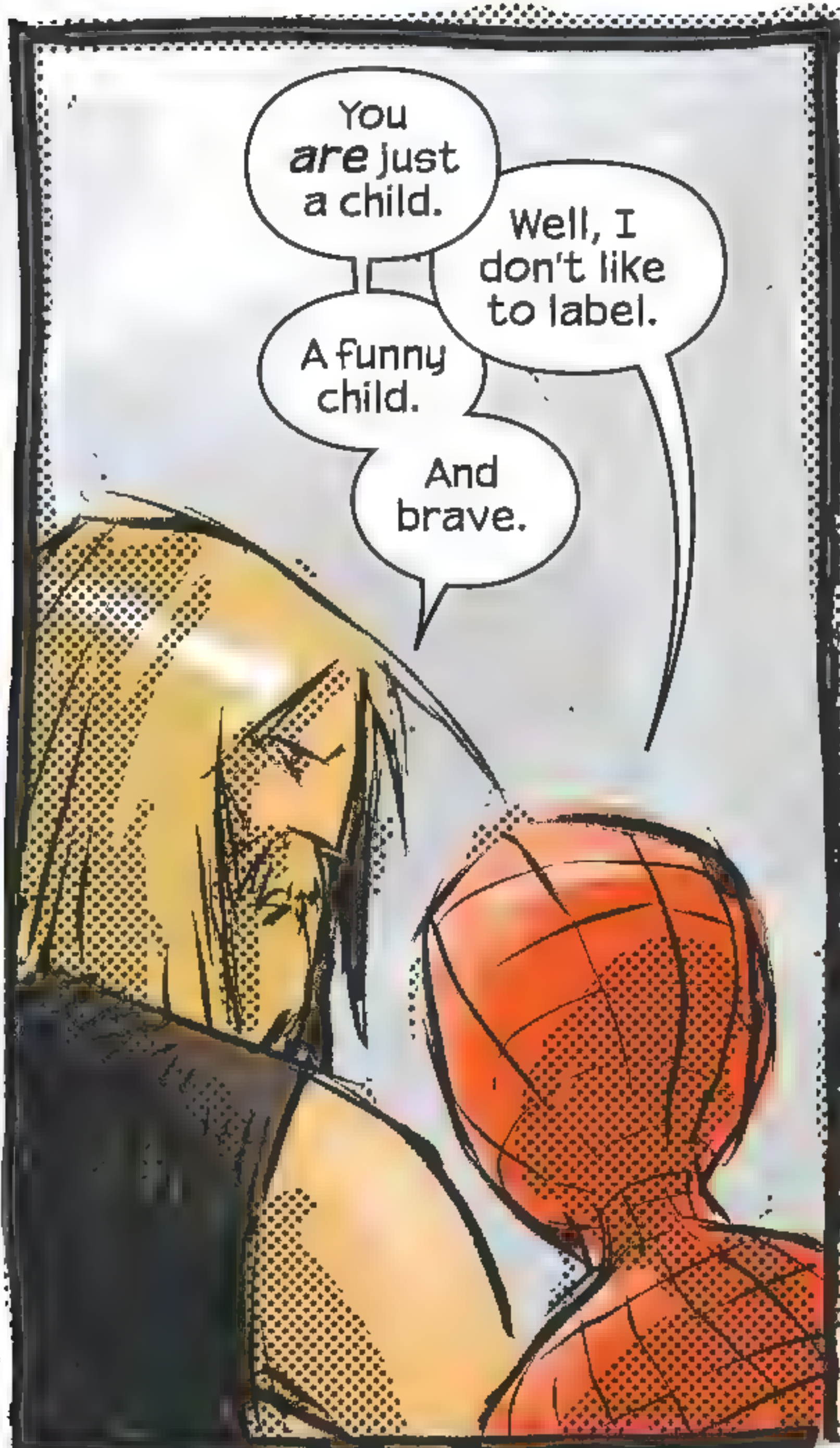
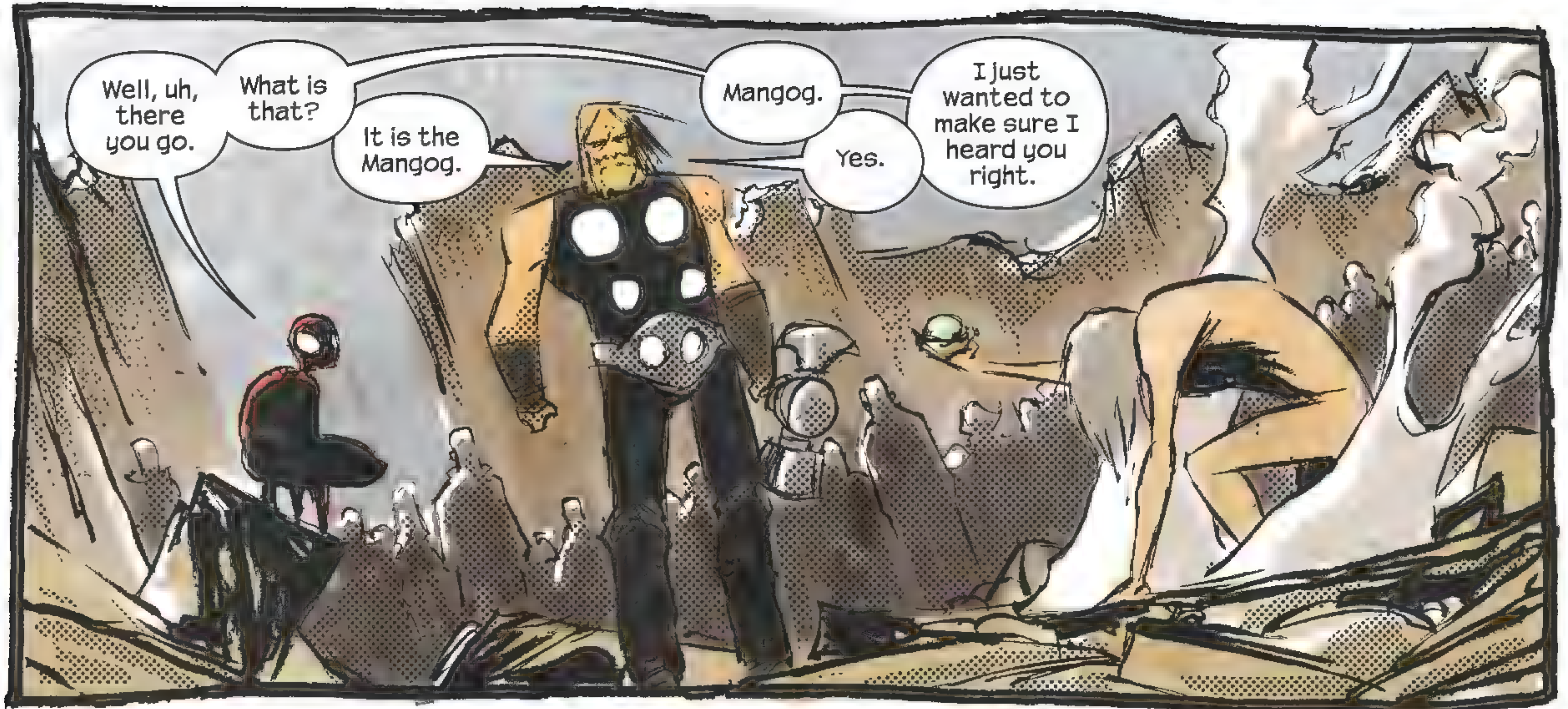














In Asgard,
our children are
brought into the
hunt at a young
age...

To test
their mettle,
to steel their
heart for
battle...

And those
who pass begin
blessed lives of
the Guardian
Warrior.

And those
who do not, do
otherwise...

It is a
glorious time
tested rite
of passage.

And by any
standard, this
Spider-Man child
has passed
the test.

All he
needs now is
guidance.



Exactly.

This isn't
Asgard.

Man is man.
A warrior is a
warrior.

He's *too*
young.

You
said that
already.

Thank God no
one told you *you*
were too frail to
be a soldier.

They
did.



Well then,
good that you
listened.

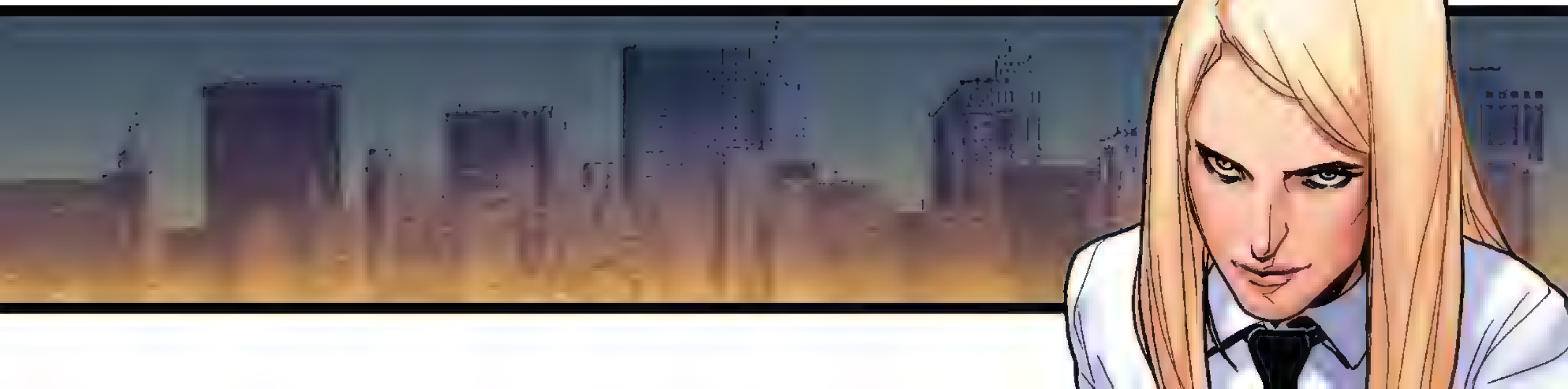
I see what
you're trying
to do.

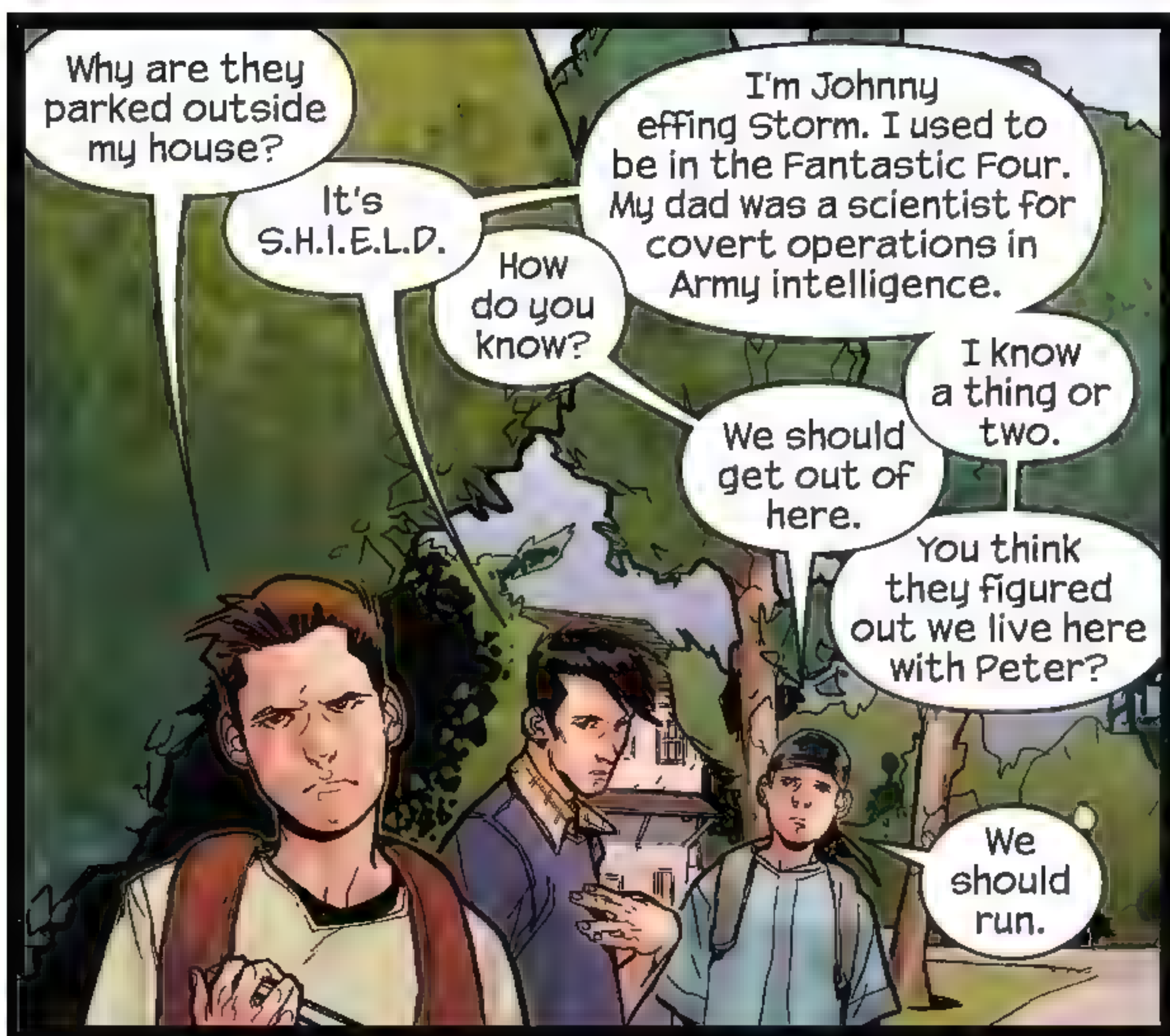
I'm making
sense.

He needs
training.

He
needs to be
grounded.

He needs
to be
rewarded.







Uh, what's going on, Aunt May?

Why don't you sit down and join us?

Um...

Come sit down, Peter.

What did I do?

Sit down.



This is for your own good, Peter.

Uh oh.

Those are the words I love to hear.

Your aunt and I have had a wonderful conversation today.



I had doubts coming in here, but she certainly has made me feel better about it.

About what?

We've been discussing your career as a super hero.

You are a very ambitious young man with an incredible gift, but if I had to grade your performance right now...



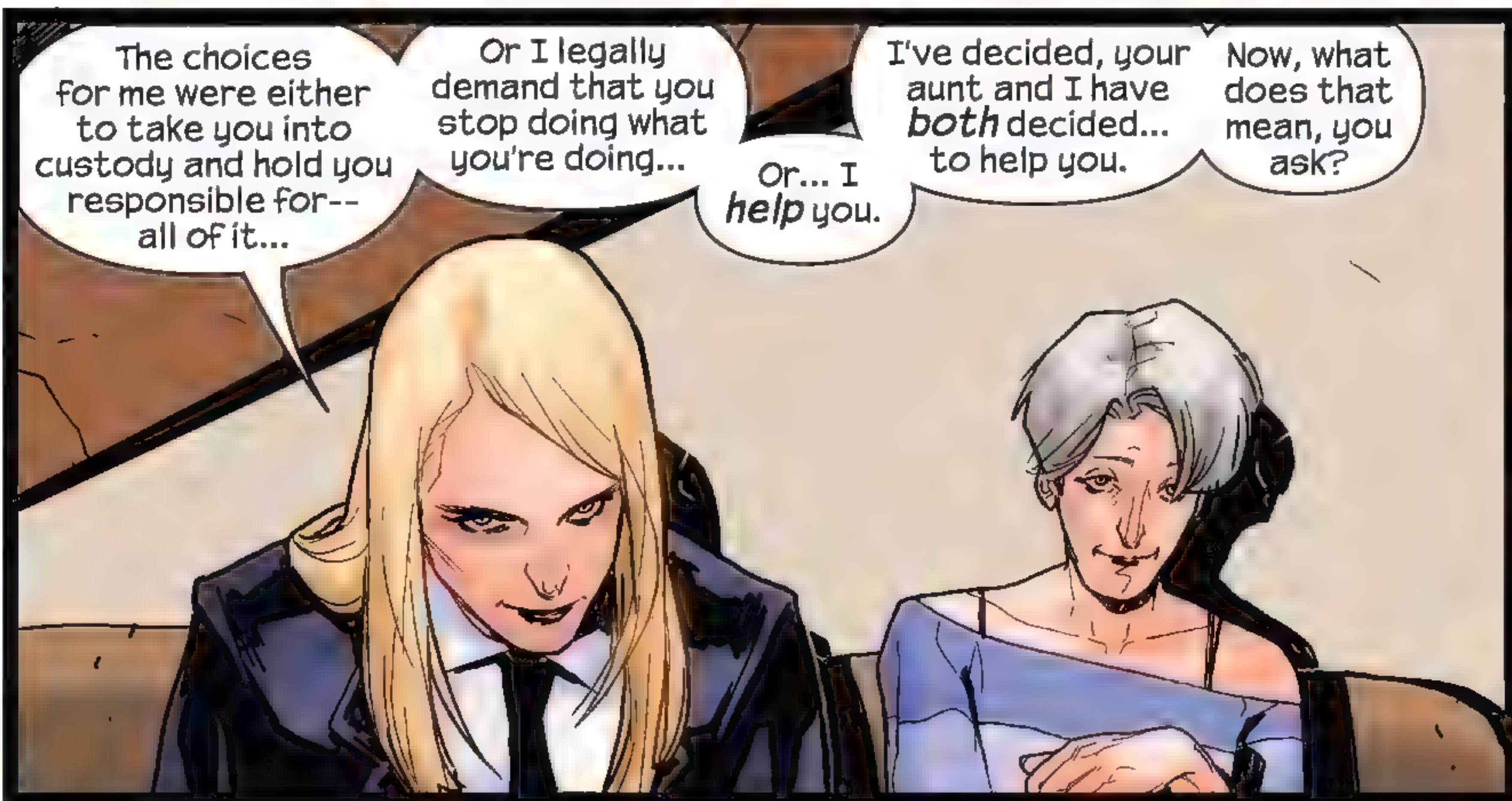
With all that has happened with the chameleon twins, the public perception of you, and all of the other madness that you've been involved in over the last few weeks...

I'm sorry to say that grade would not be very good.



But nobody's grading me, right?

Let her talk.



The choices for me were either to take you into custody and hold you responsible for-- all of it...

Or I legally demand that you stop doing what you're doing...

Or... I help you.

I've decided, your aunt and I have **both** decided... to help you.

Now, what does that mean, you ask?



From now... until I say you're done...you will be required to cooperate with afterschool training.

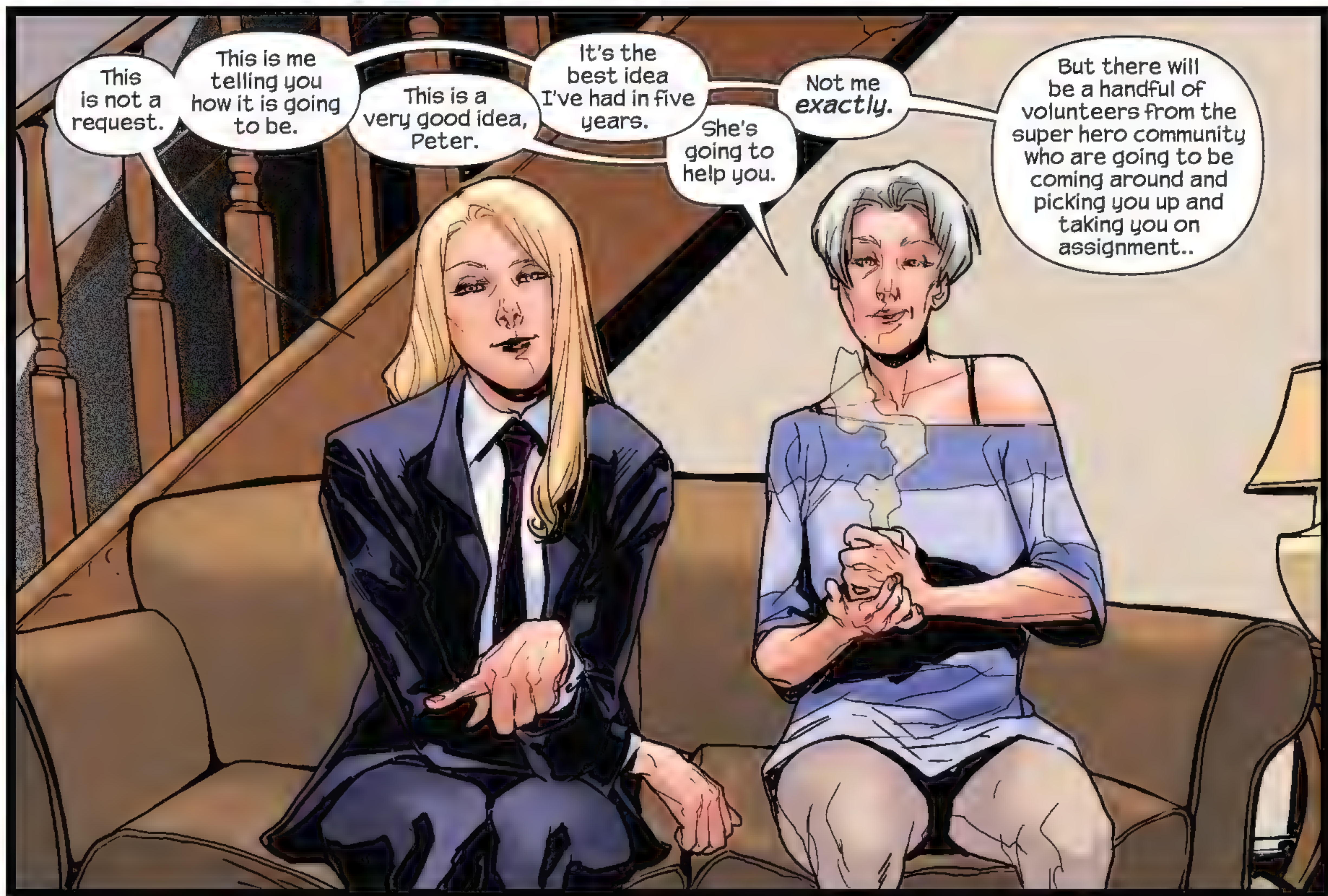
What kind of--?

After-school super hero training.

After school, you will--

What?!!

WHAT??!!



This is not a request.

This is me telling you how it is going to be.

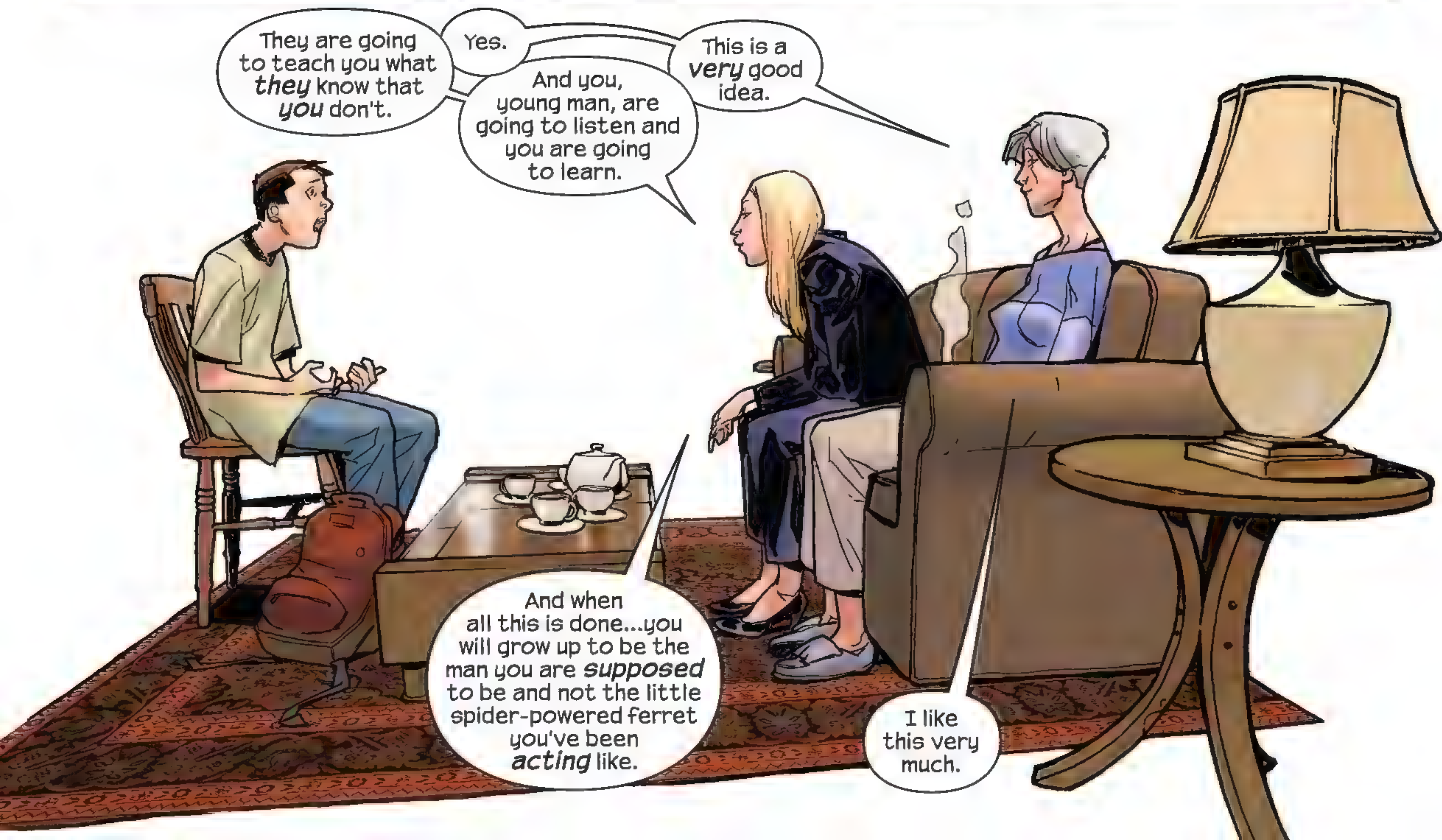
This is a very good idea, Peter.

It's the best idea I've had in five years.

She's going to help you.

Not me *exactly*.

But there will be a handful of volunteers from the super hero community who are going to be coming around and picking you up and taking you on assignment..



They are going to teach you what *they* know that *you* don't.

Yes.

And you, young man, are going to listen and you are going to learn.

This is a *very* good idea.

And when all this is done...you will grow up to be the man you are *supposed* to be and not the little spider-powered ferret you've been *acting* like.

I like this very much.

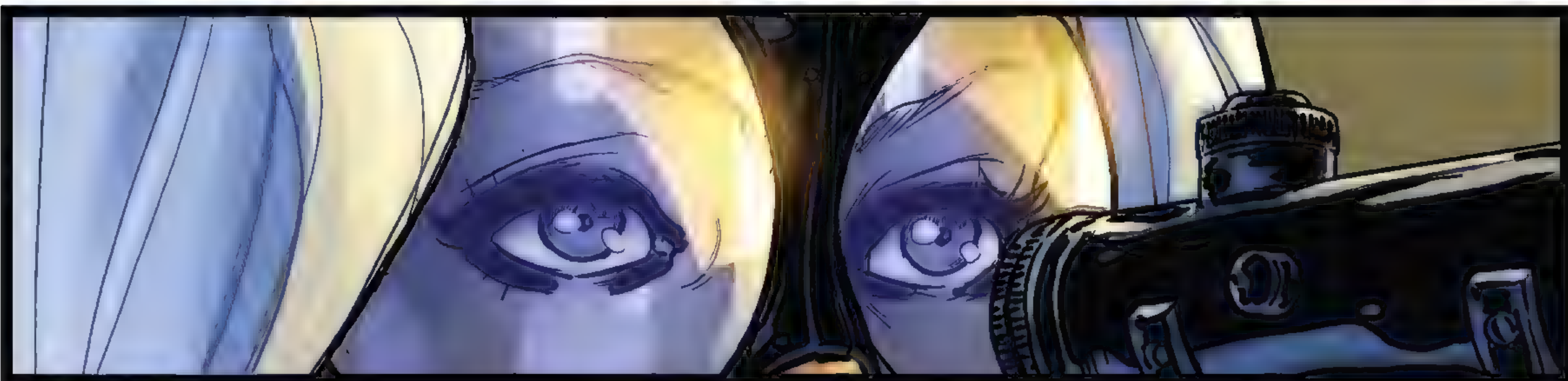
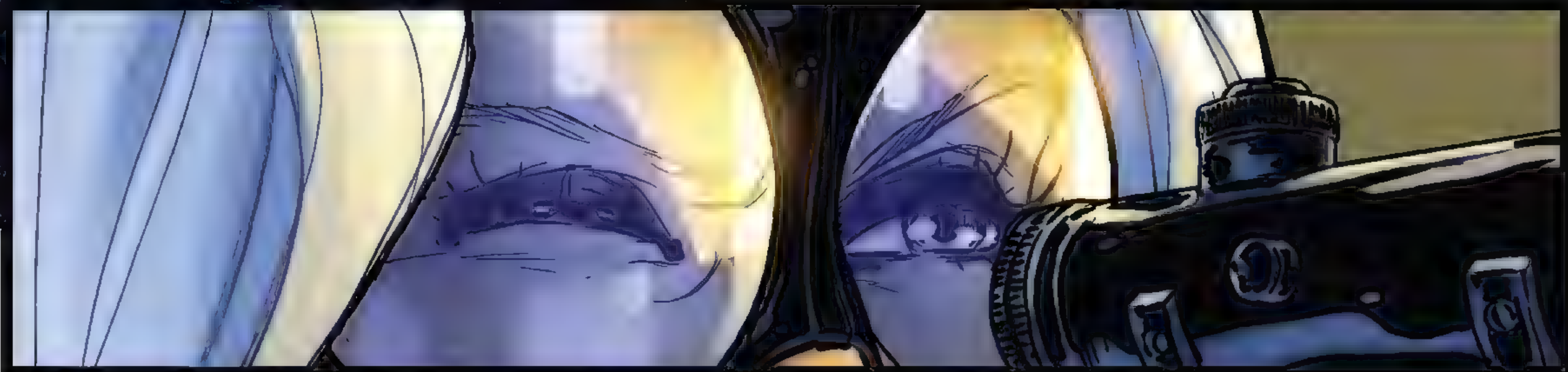
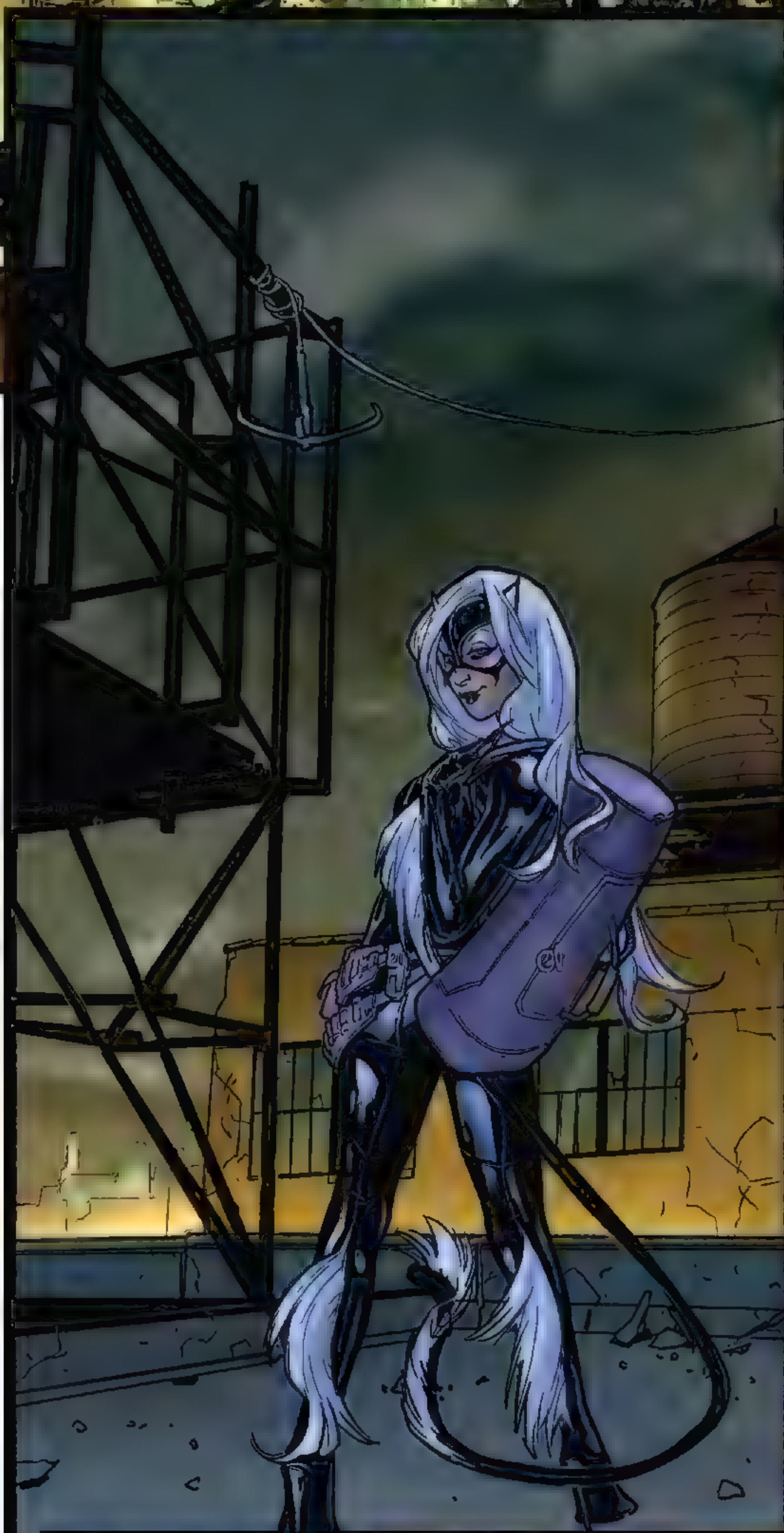
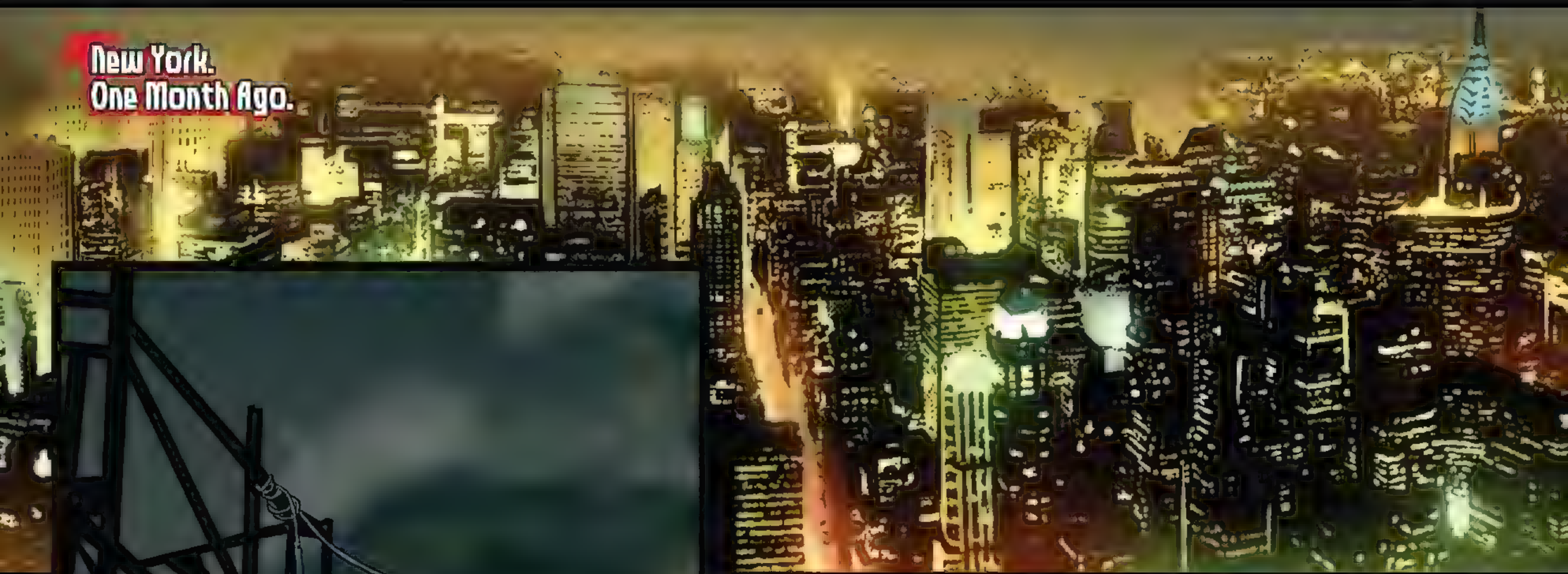


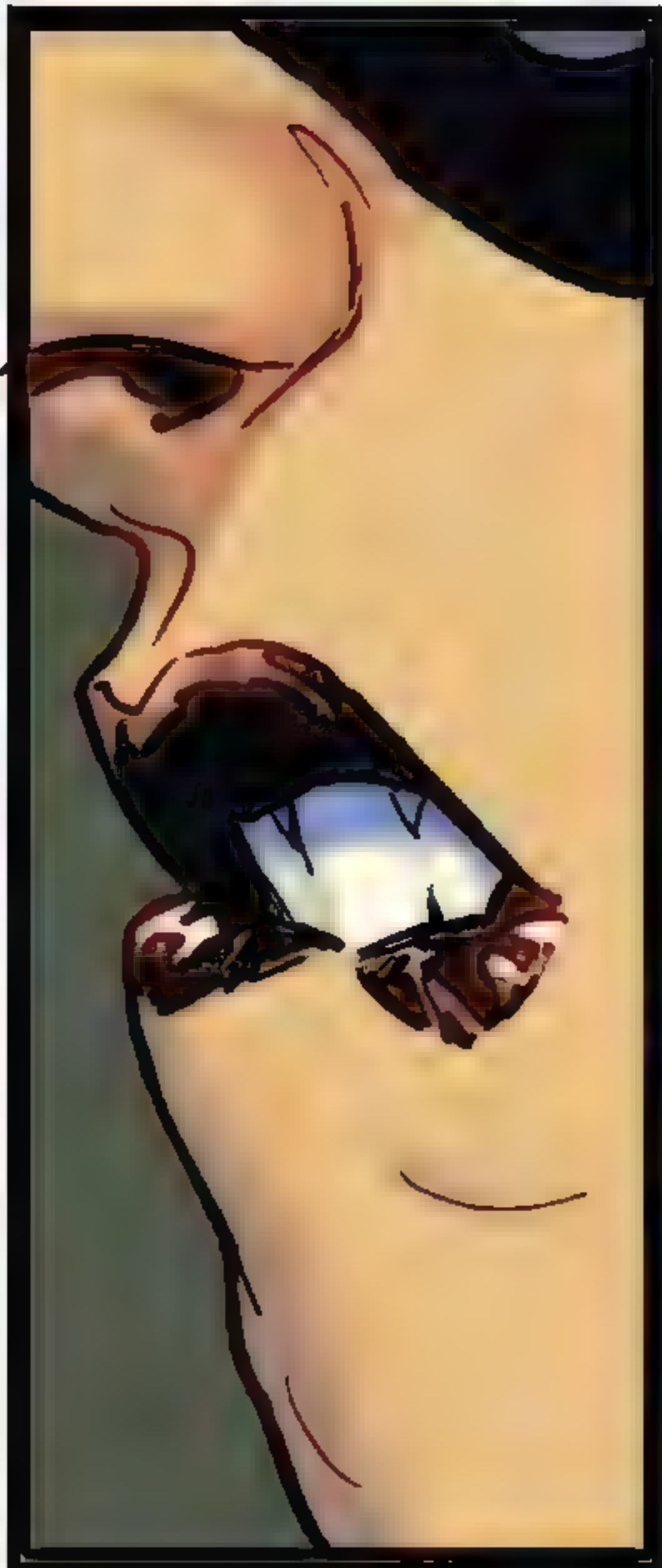
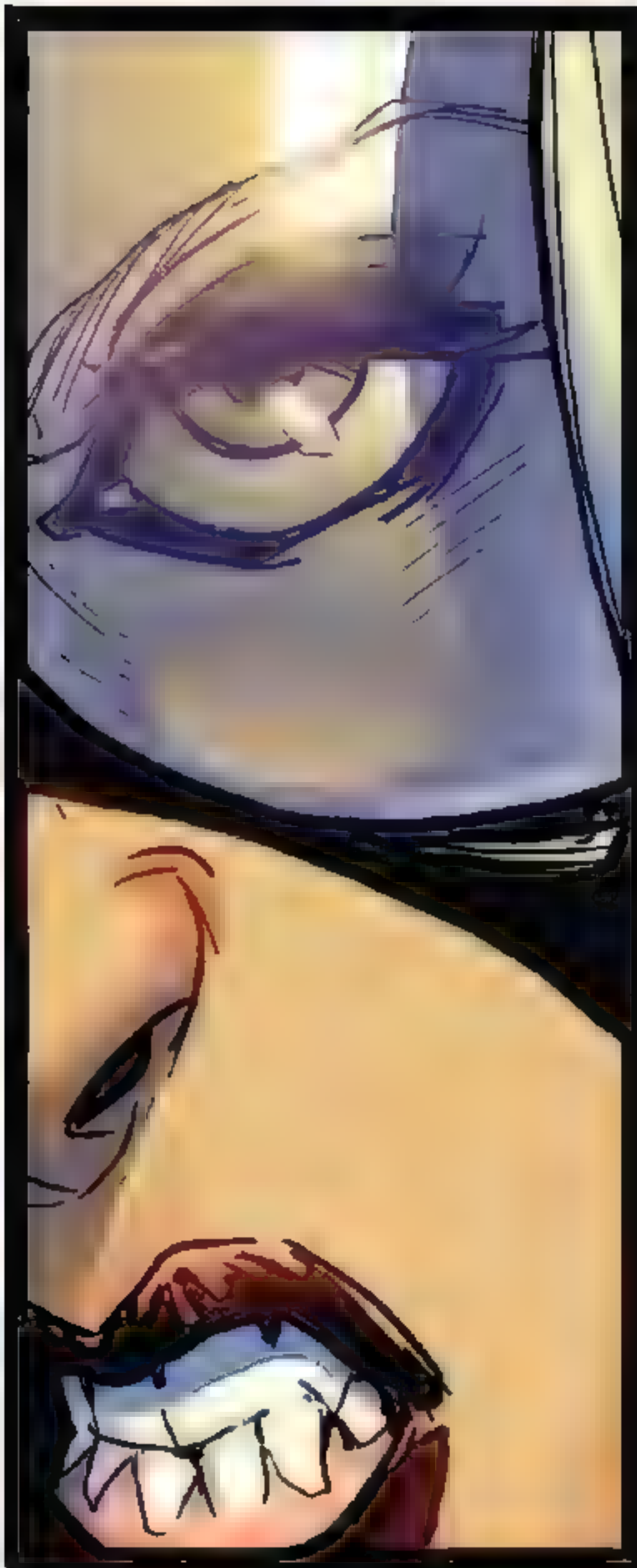
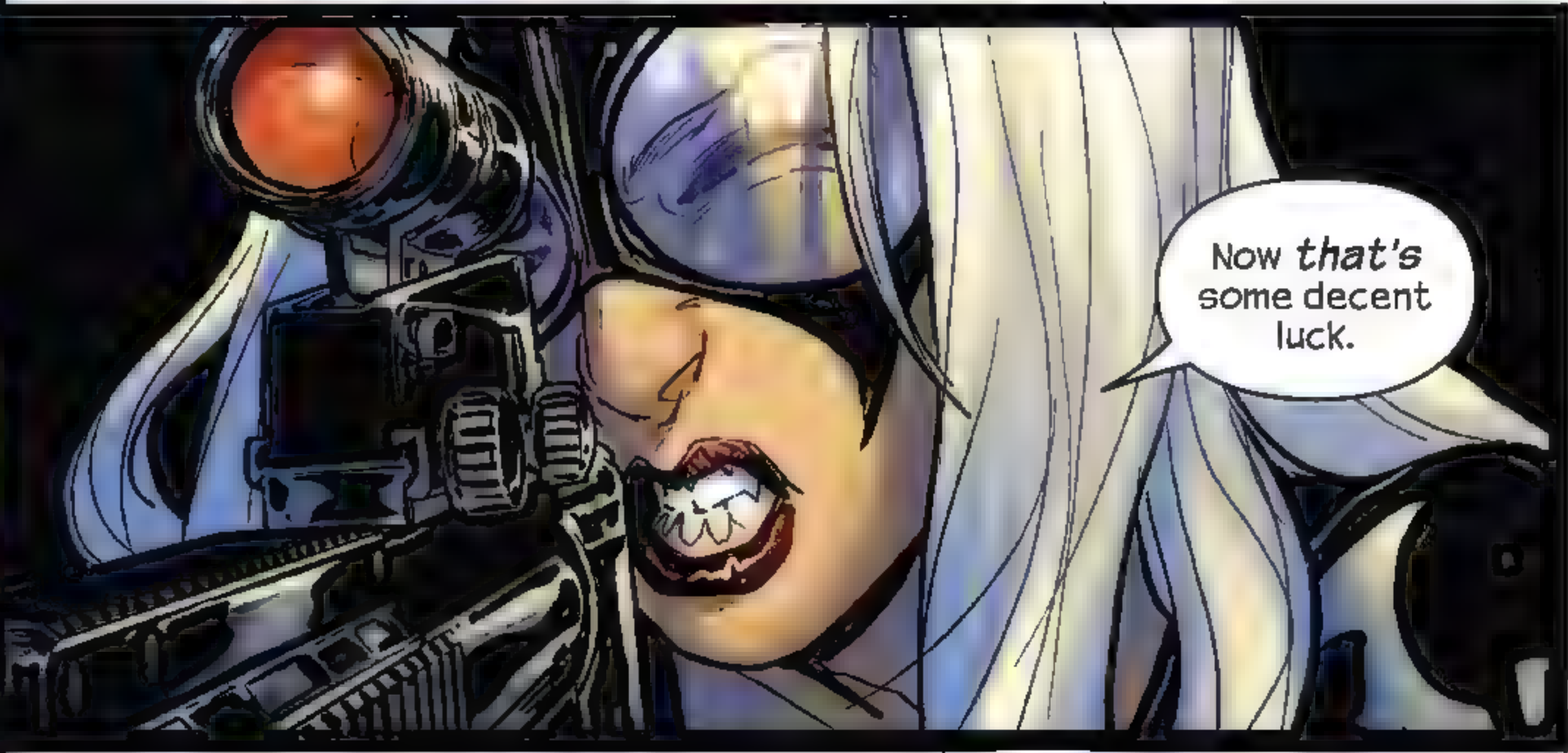
Congratulations,
Spider-Man...

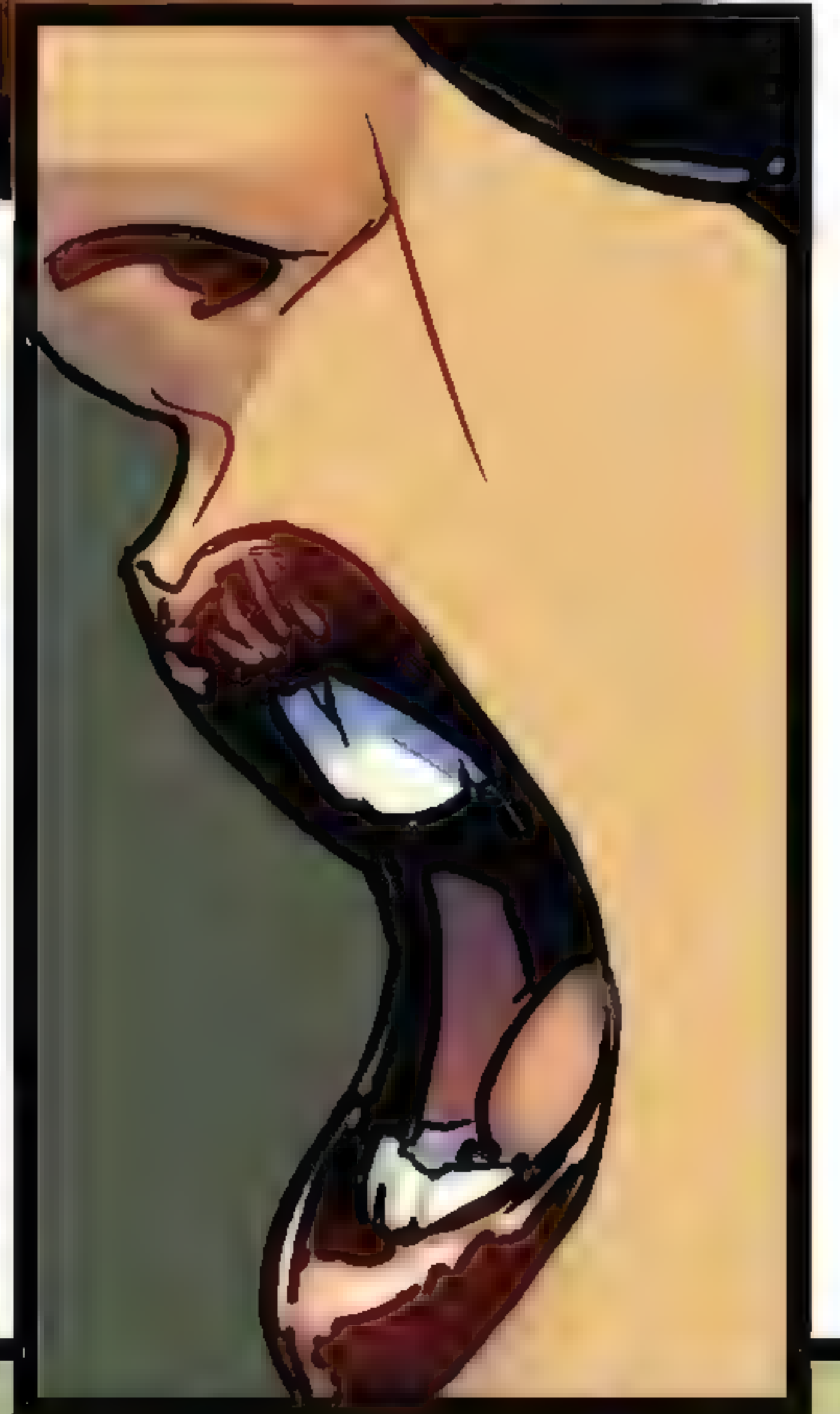
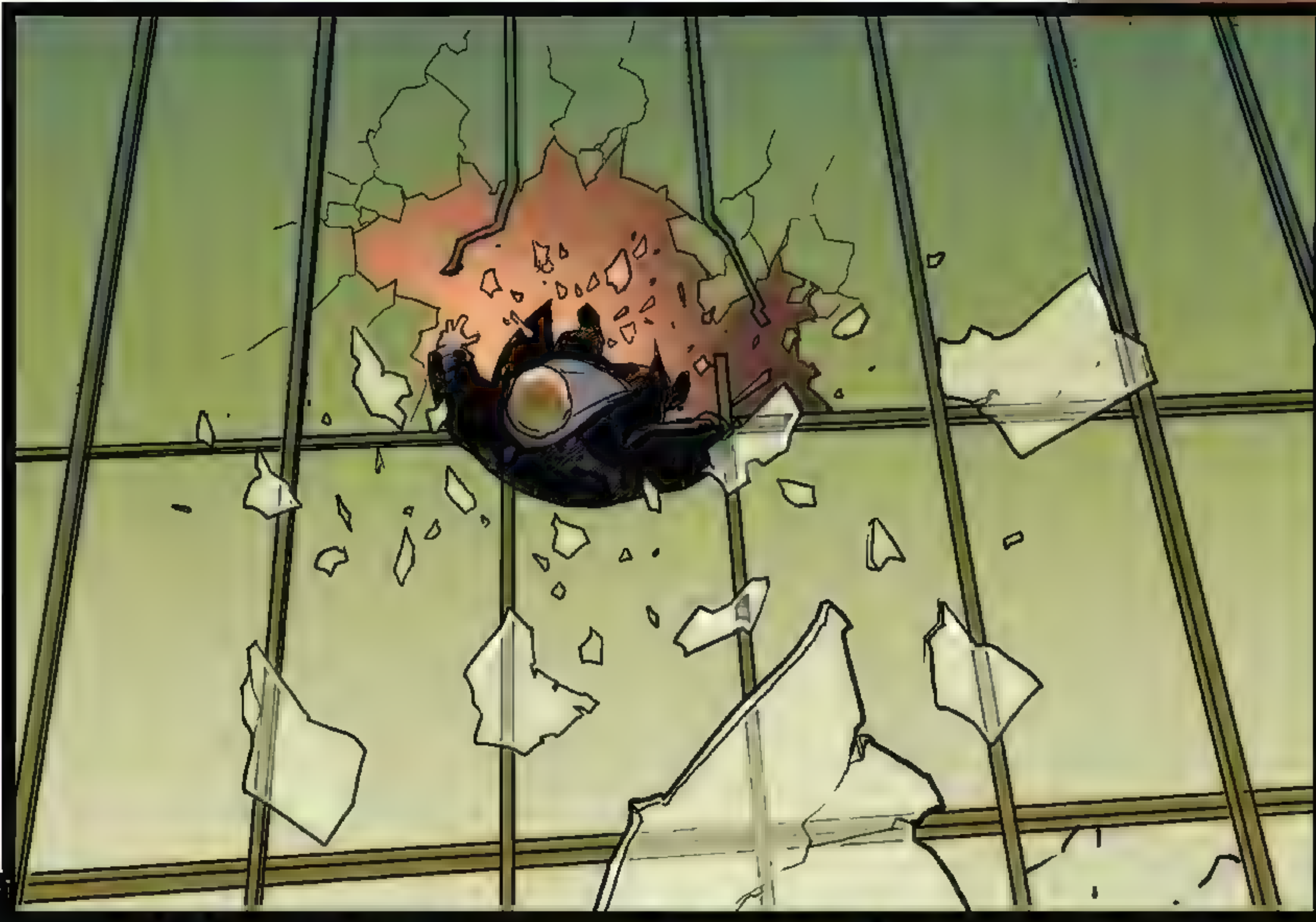
You're
going to
super hero
school.

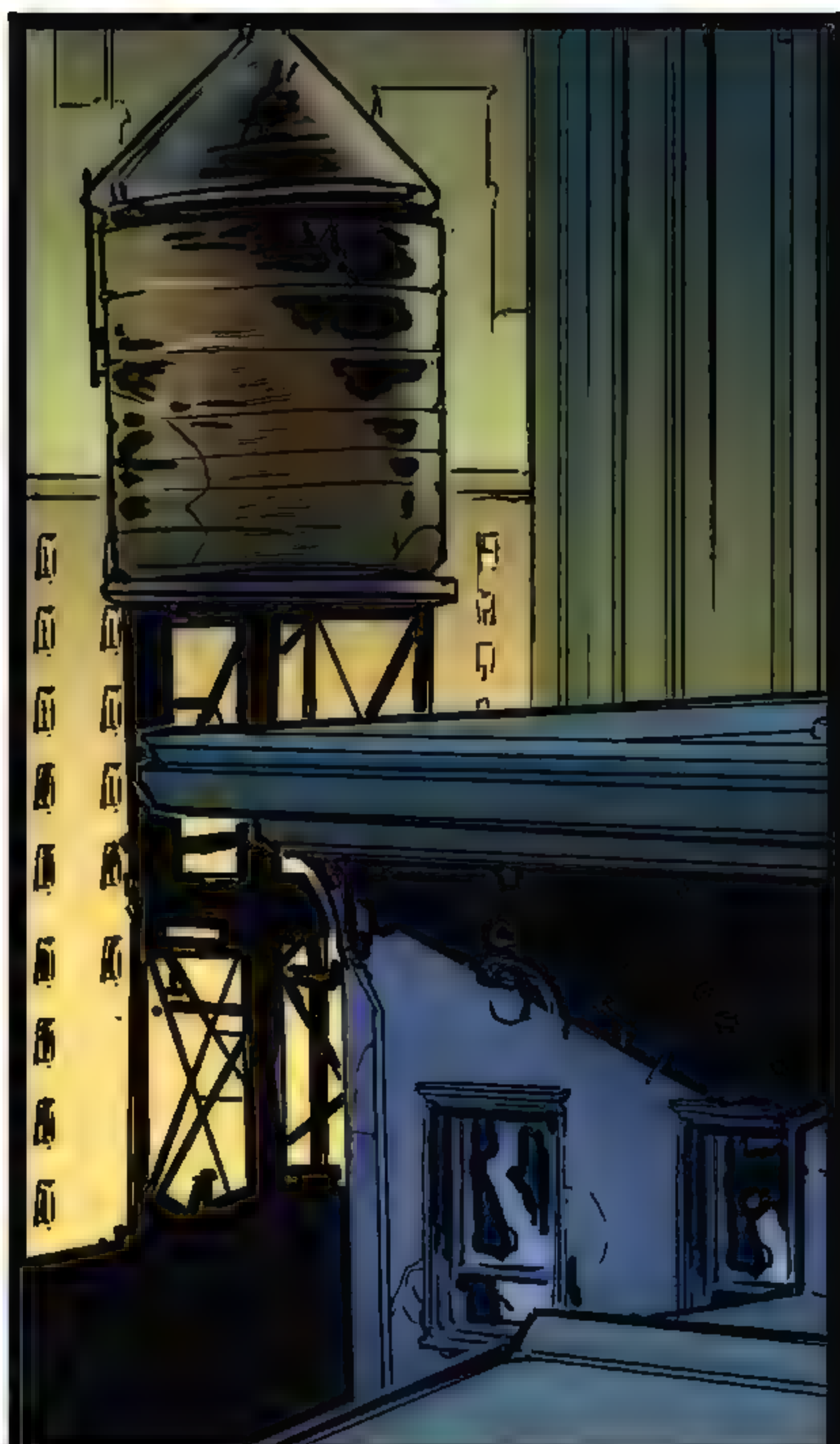


New York.
One Month Ago.

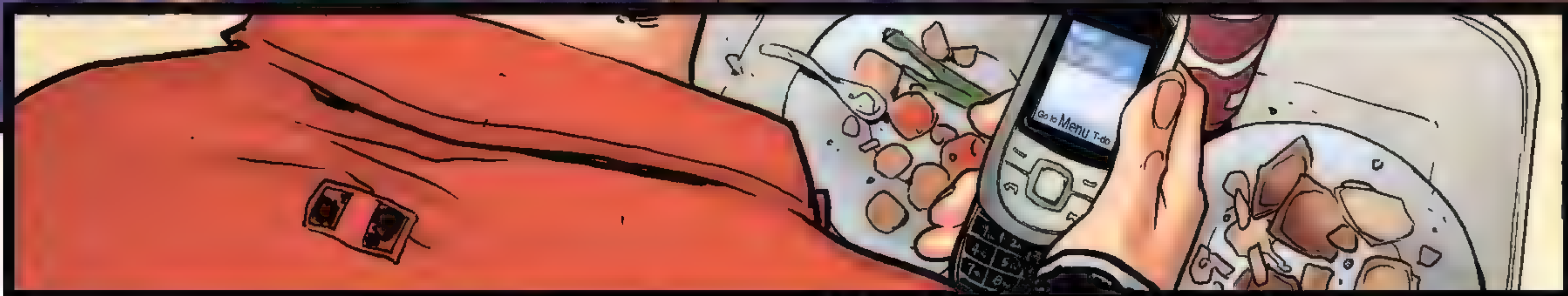


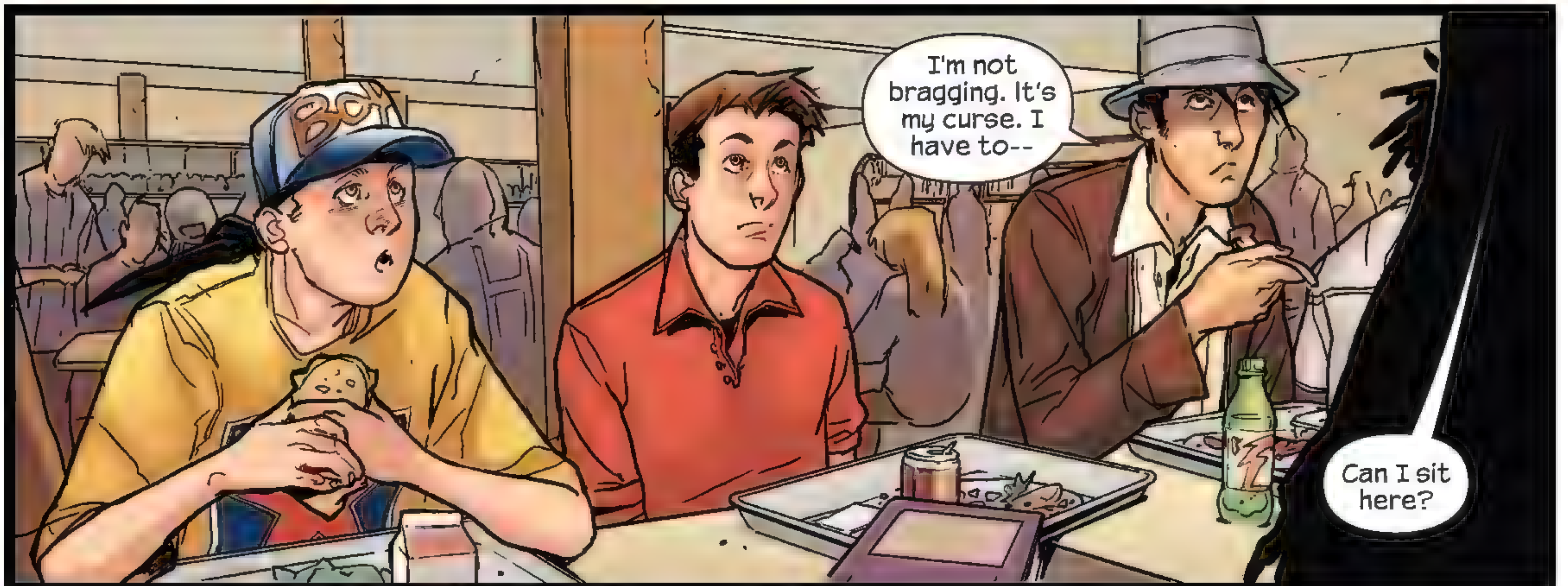
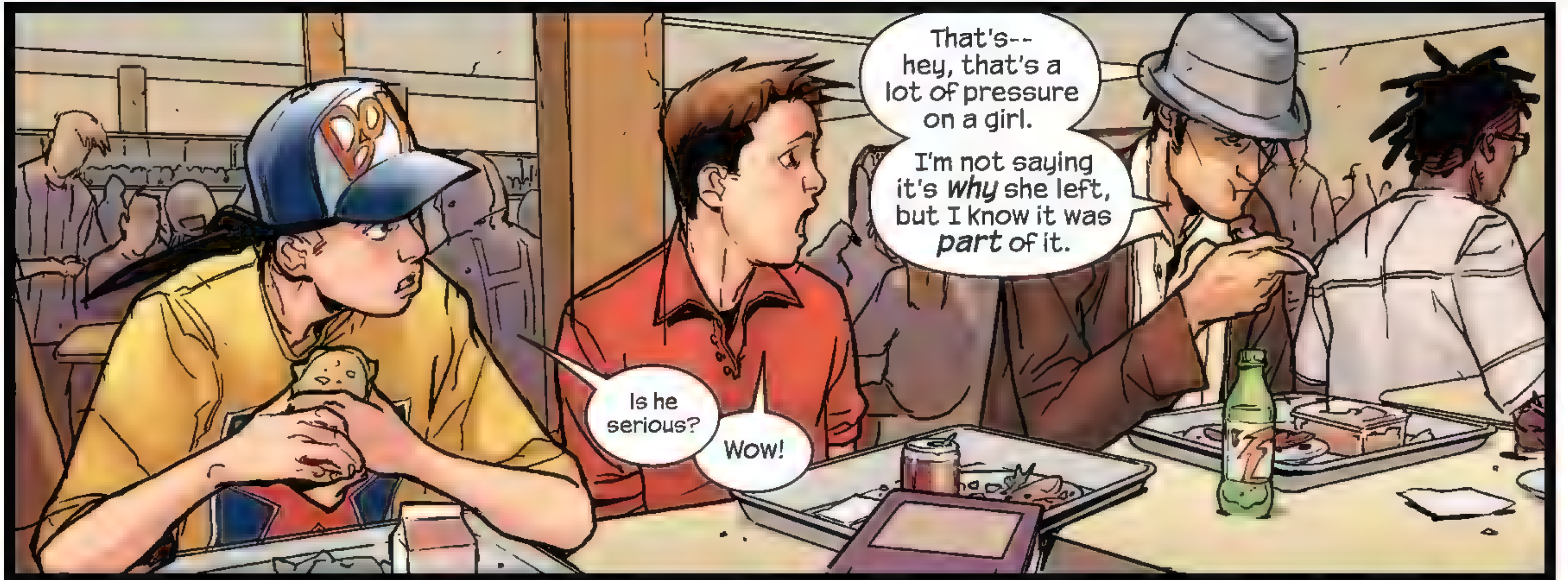
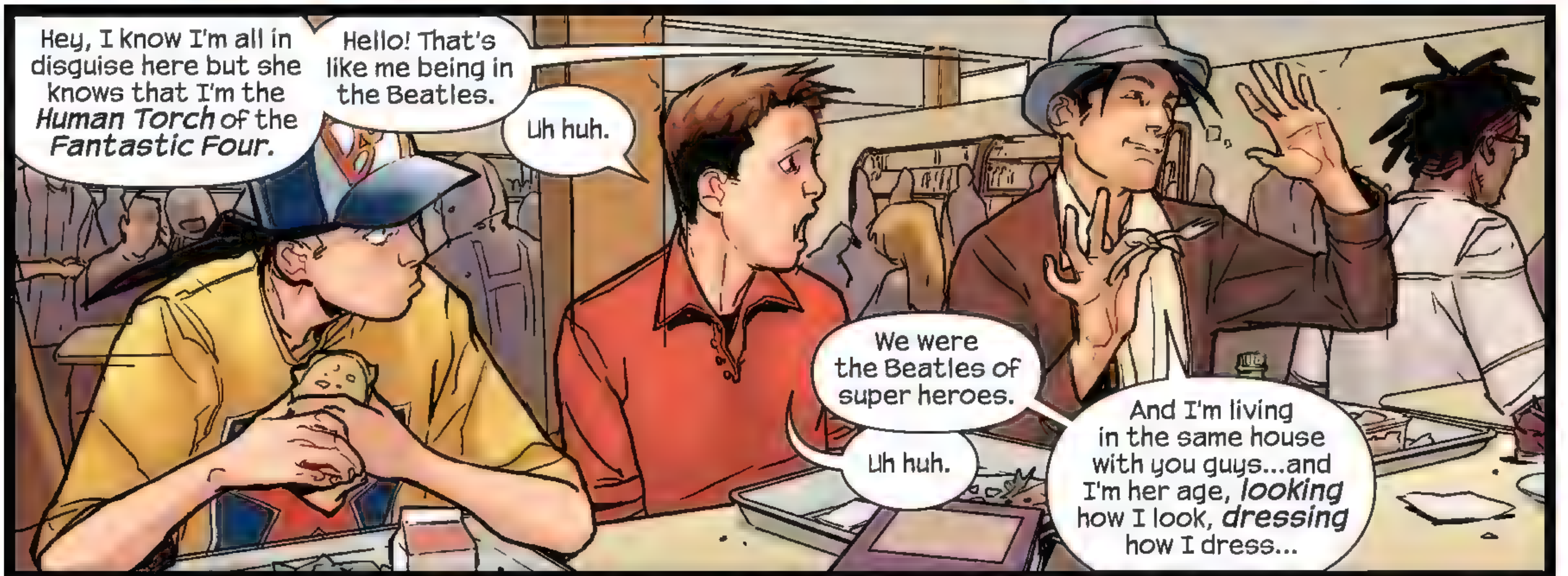


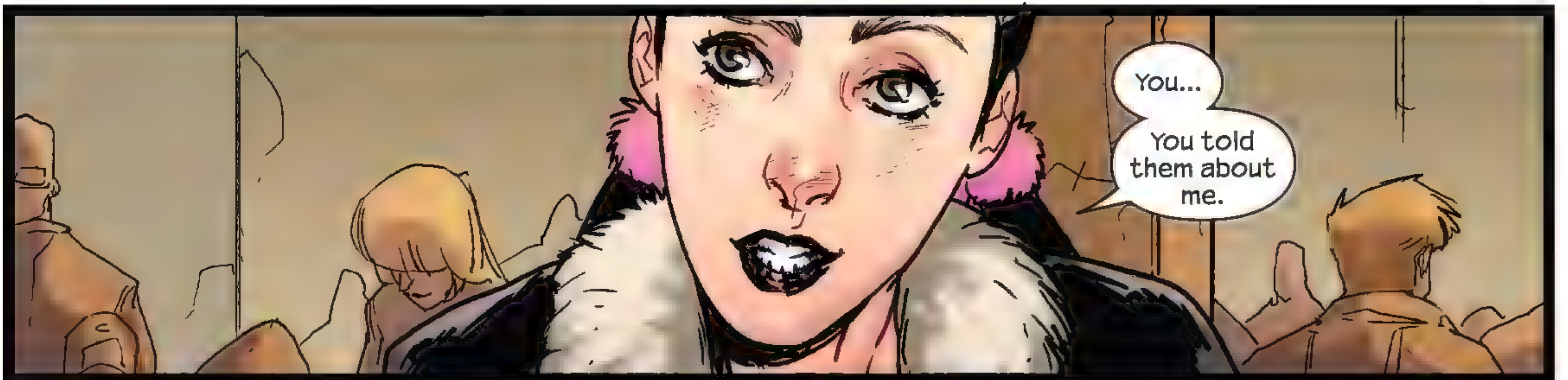
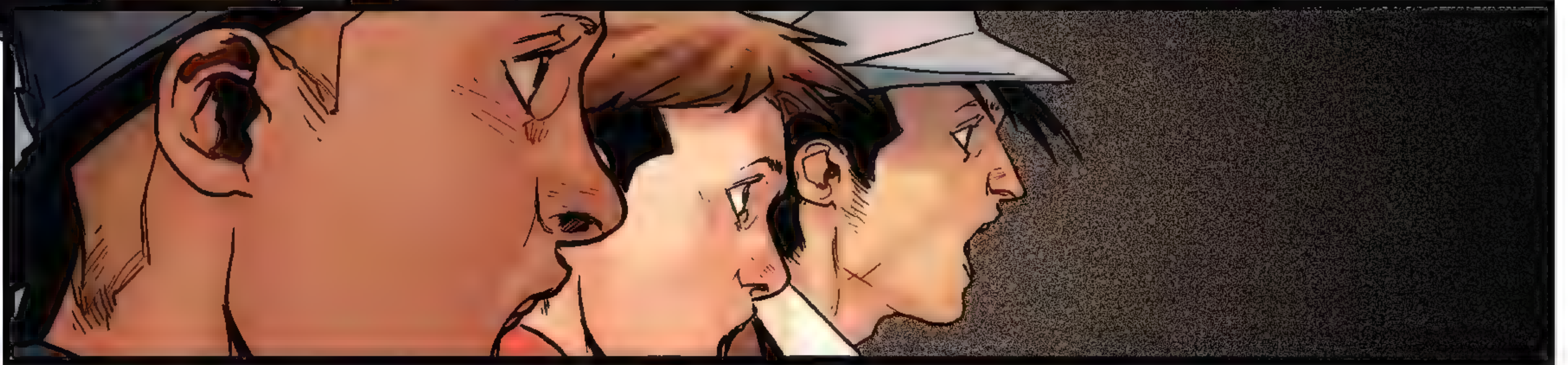


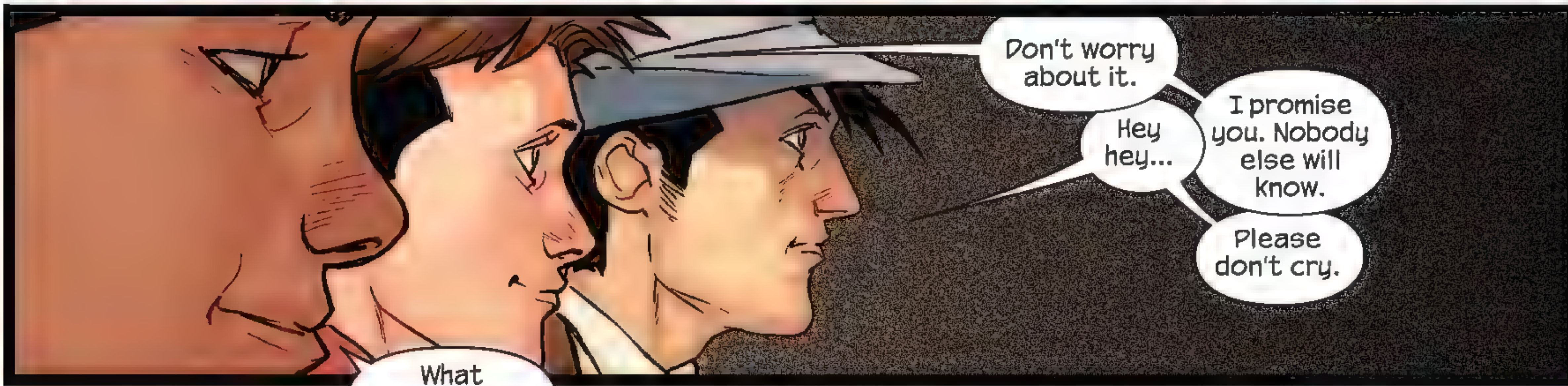
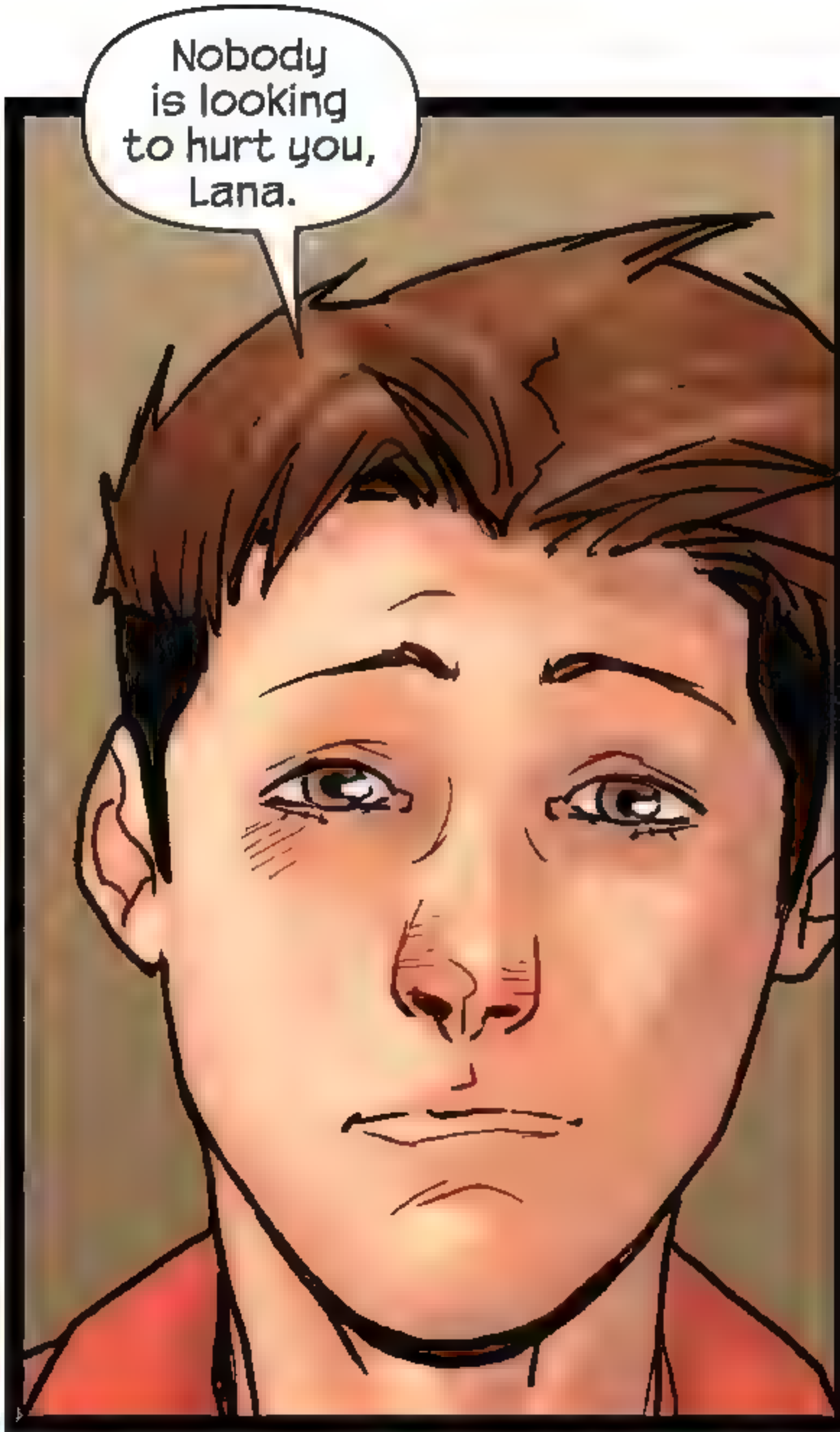


Midtown High School Lunch

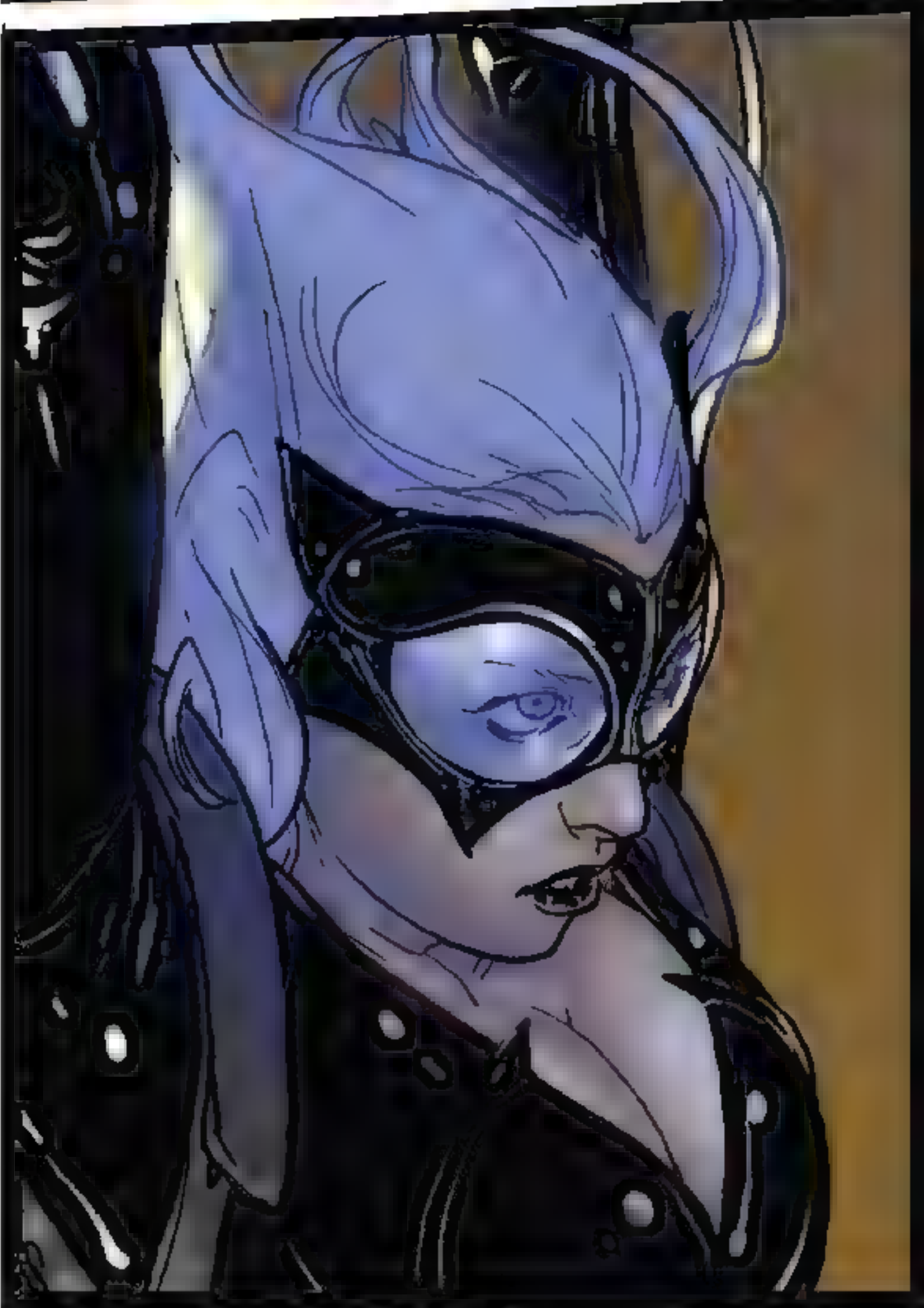
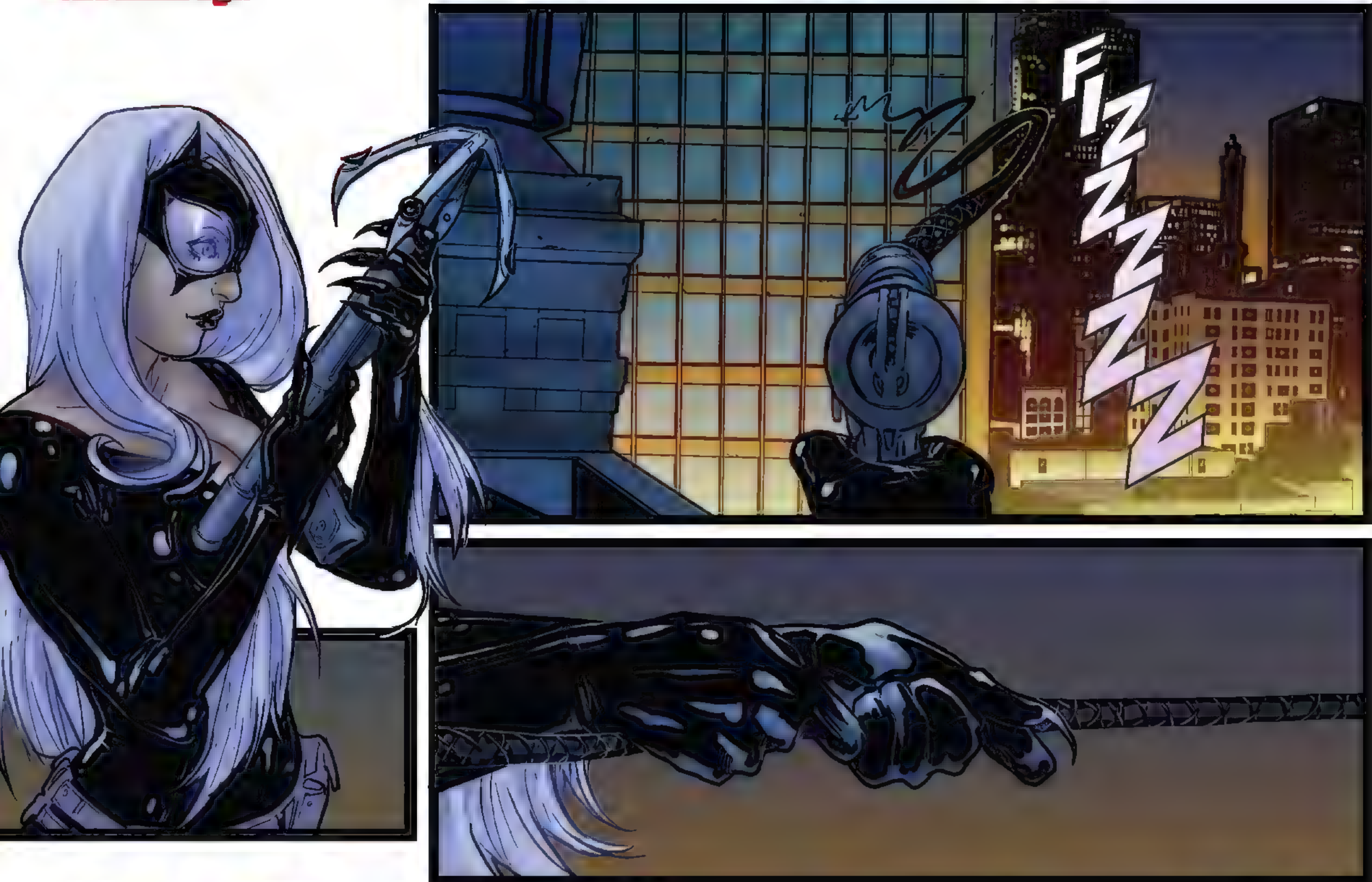


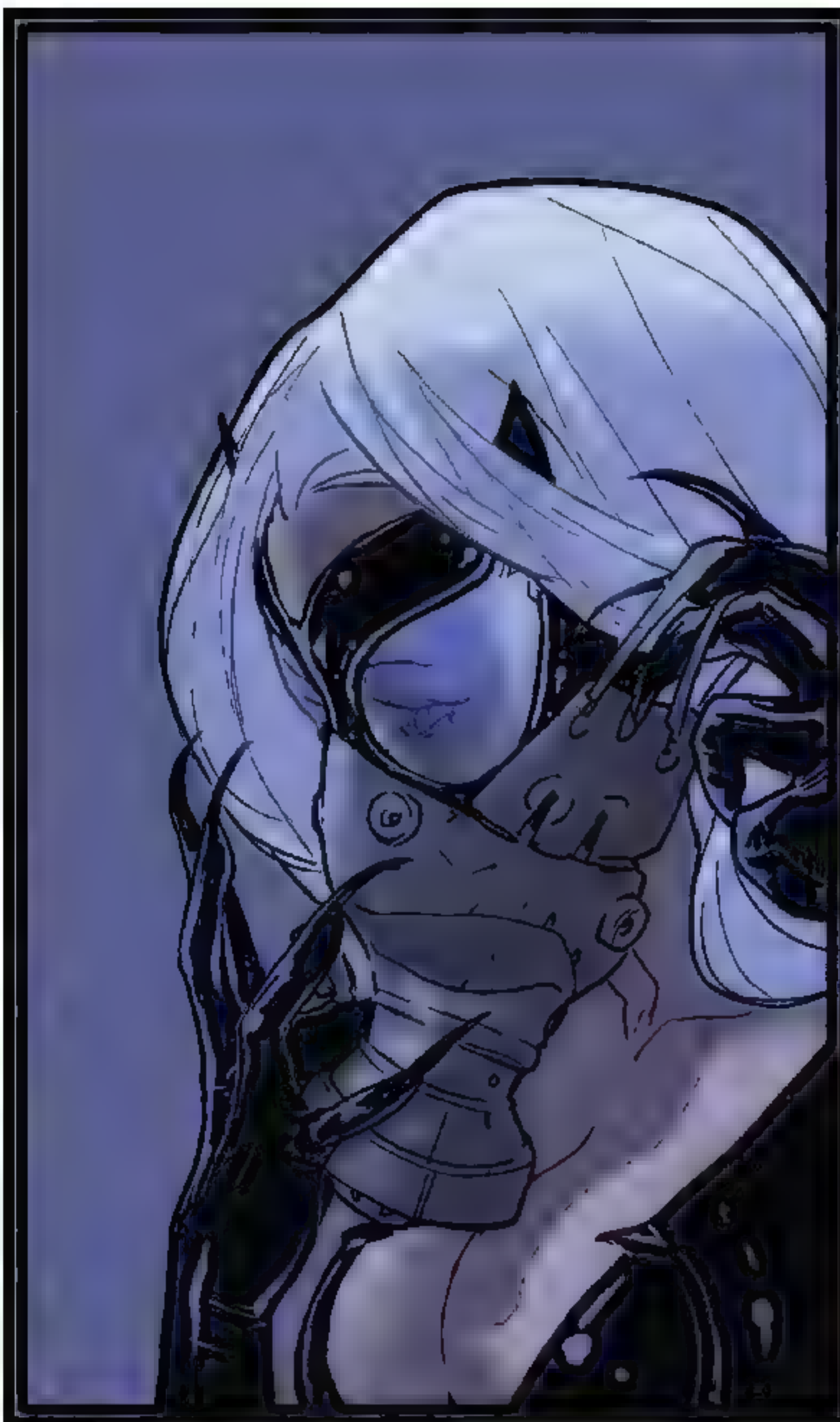
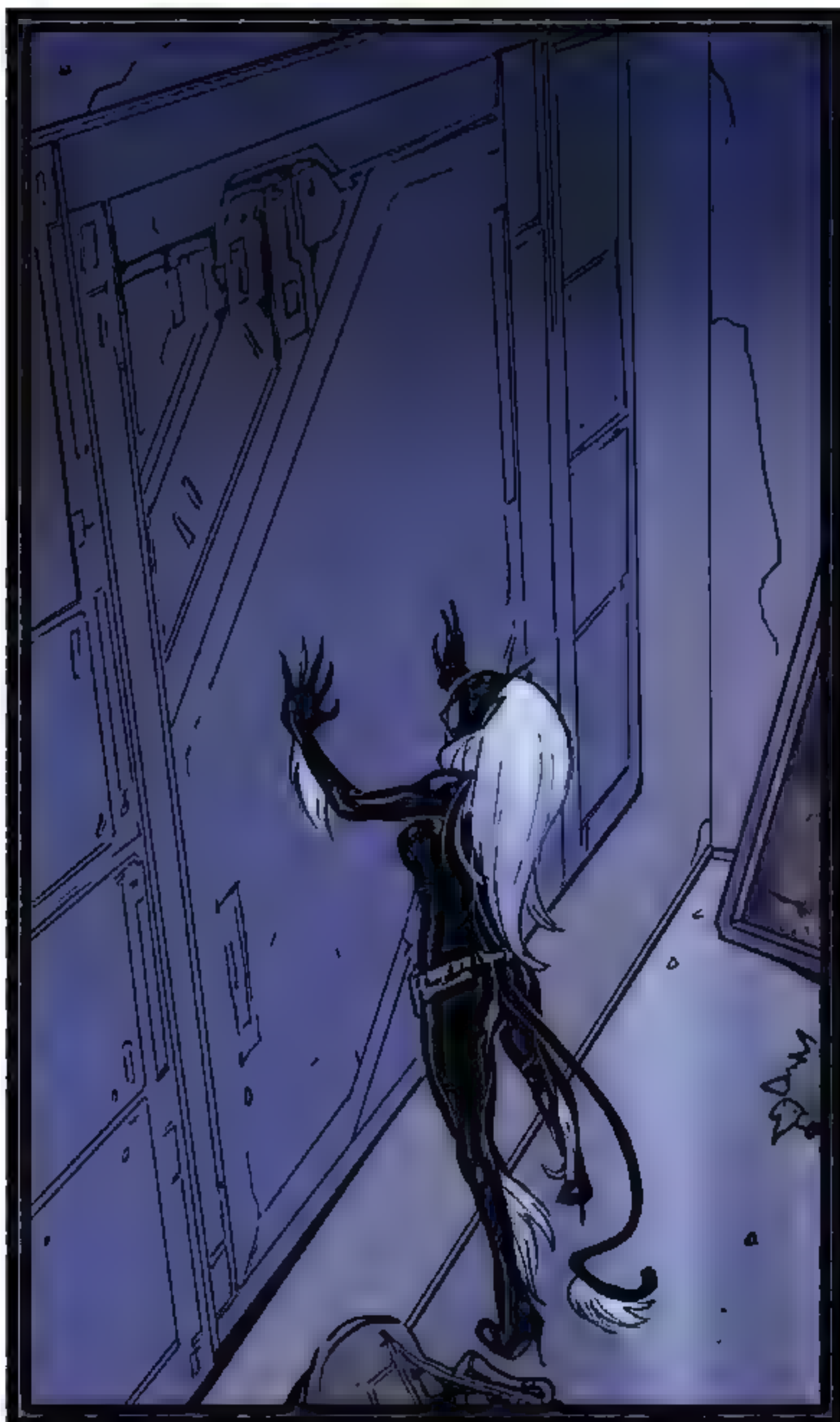
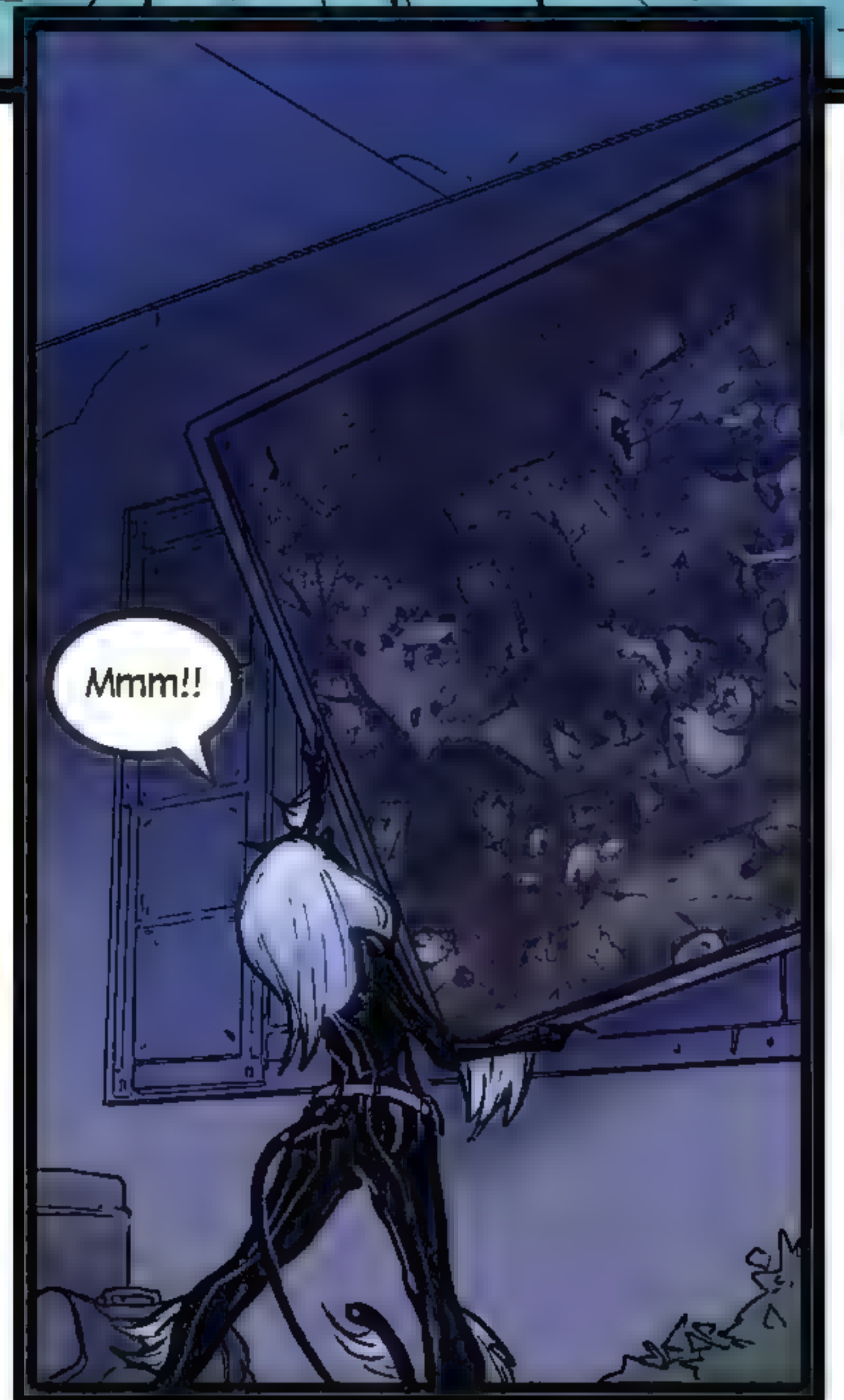
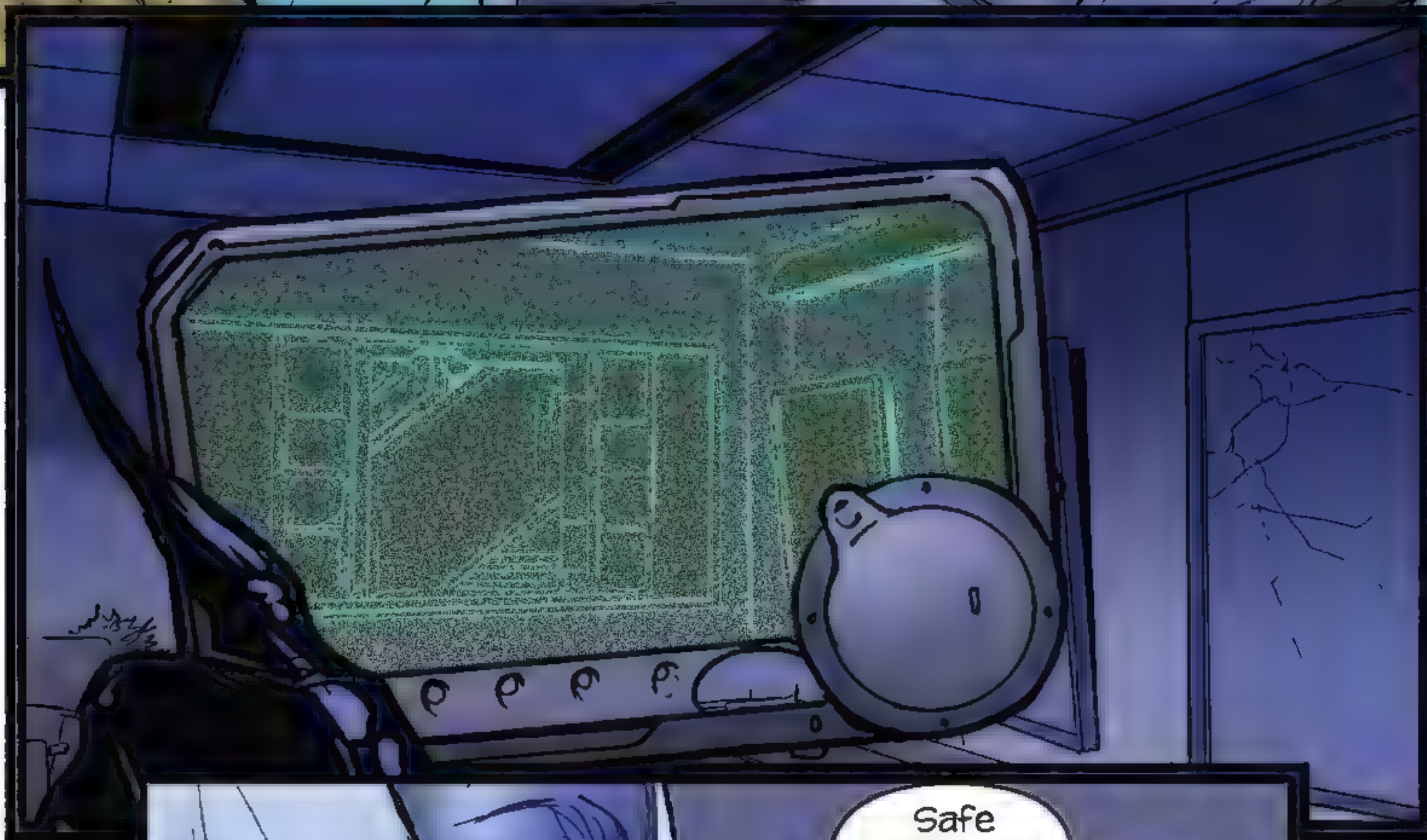


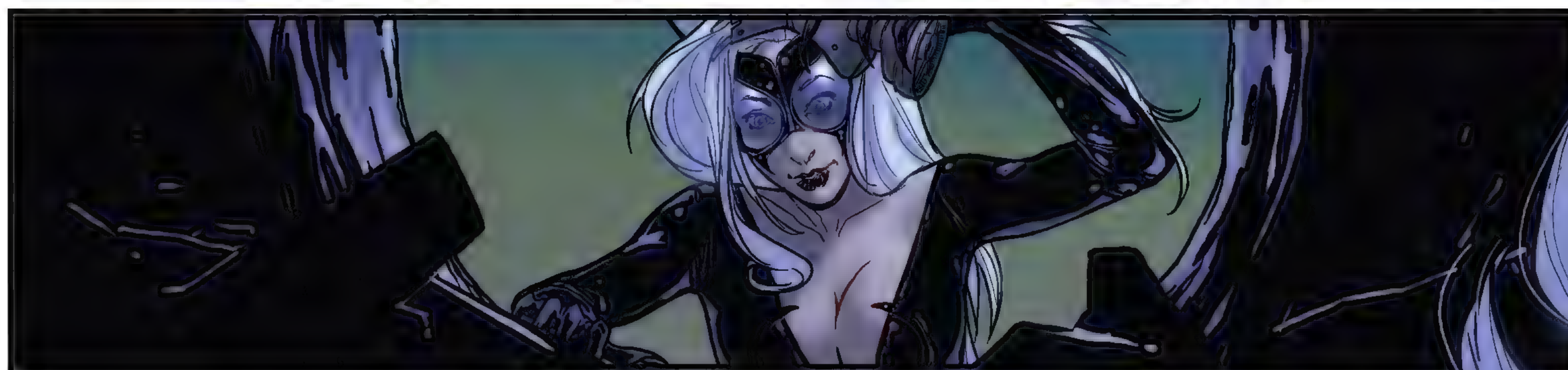
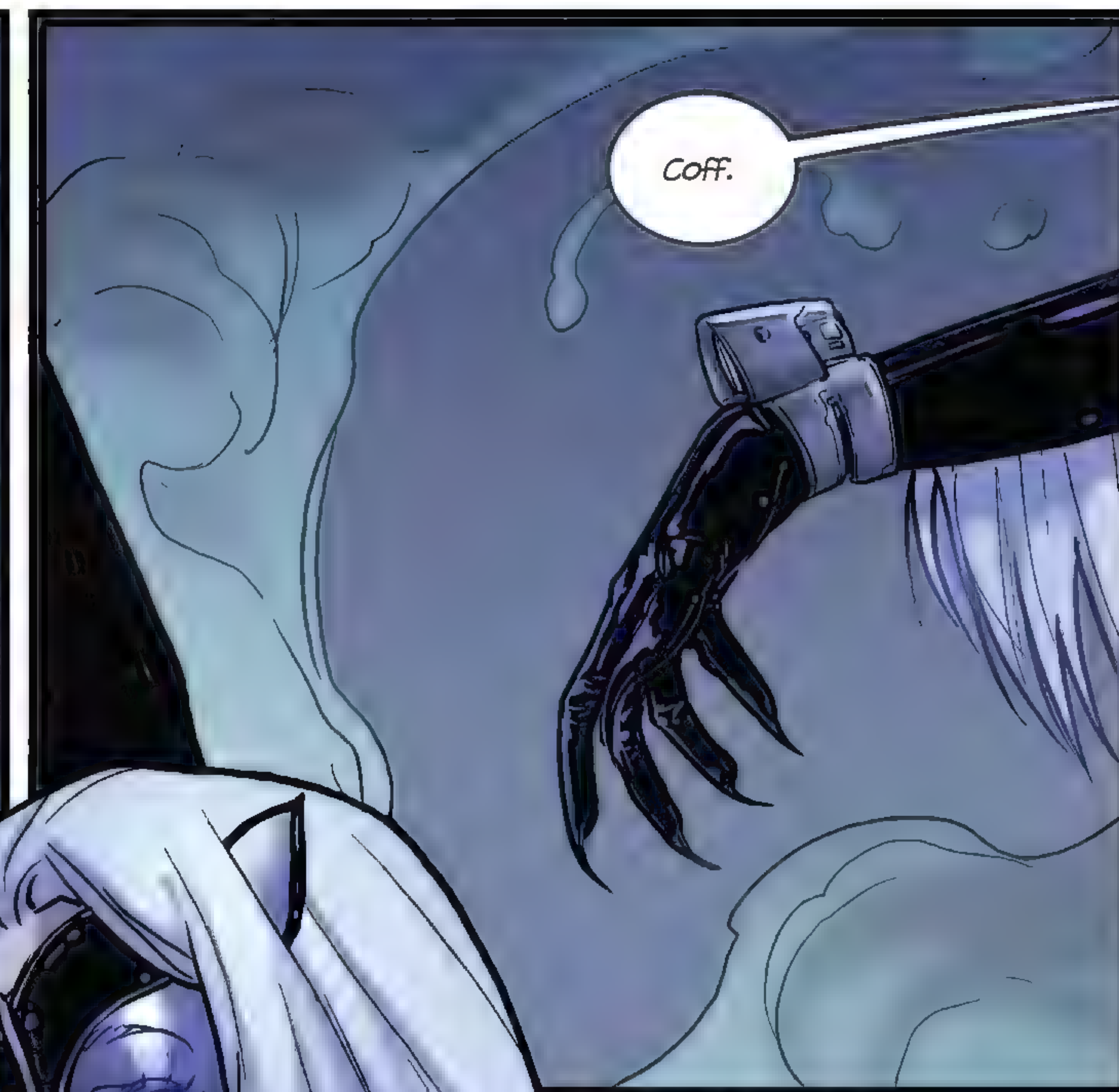
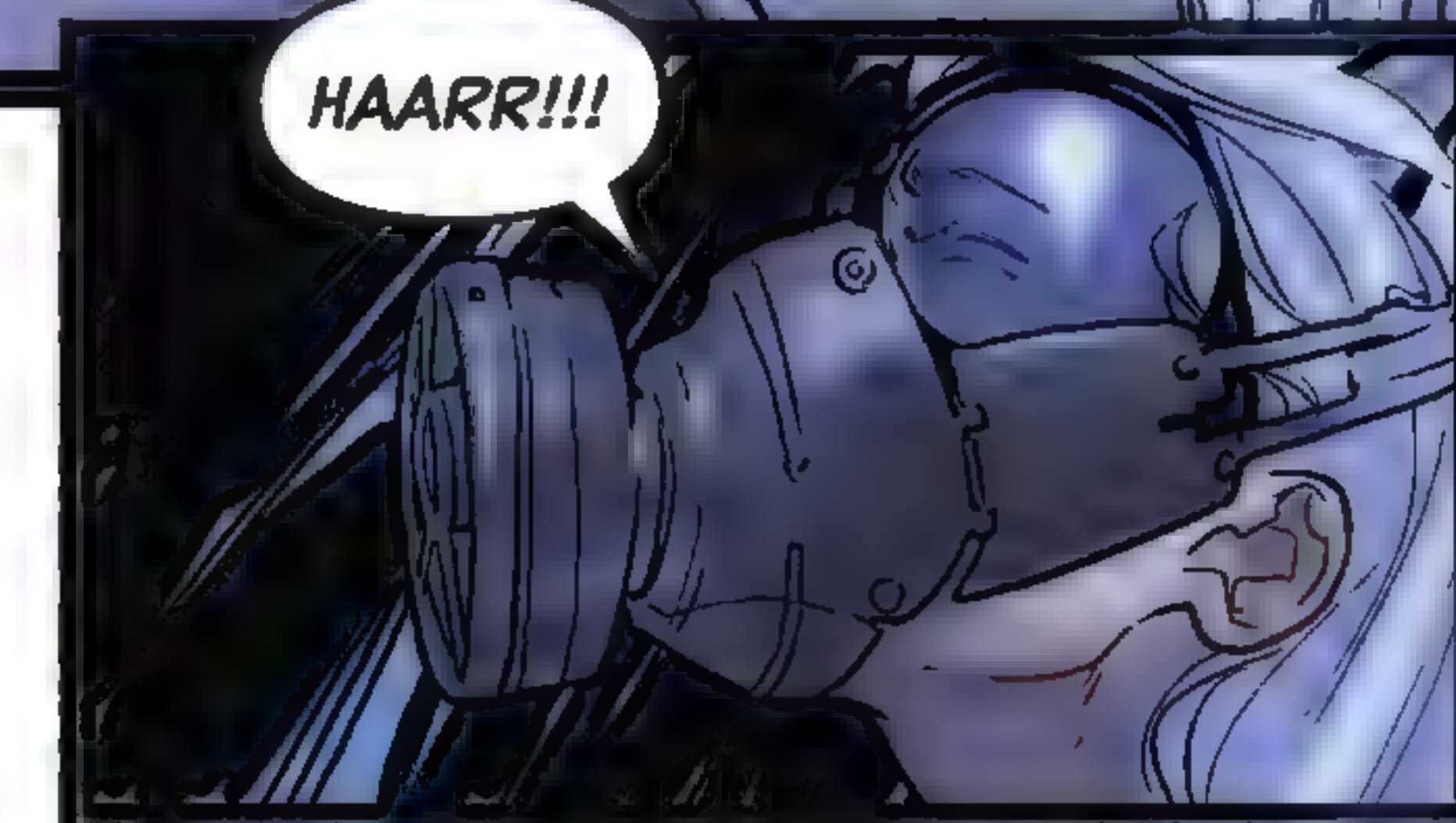
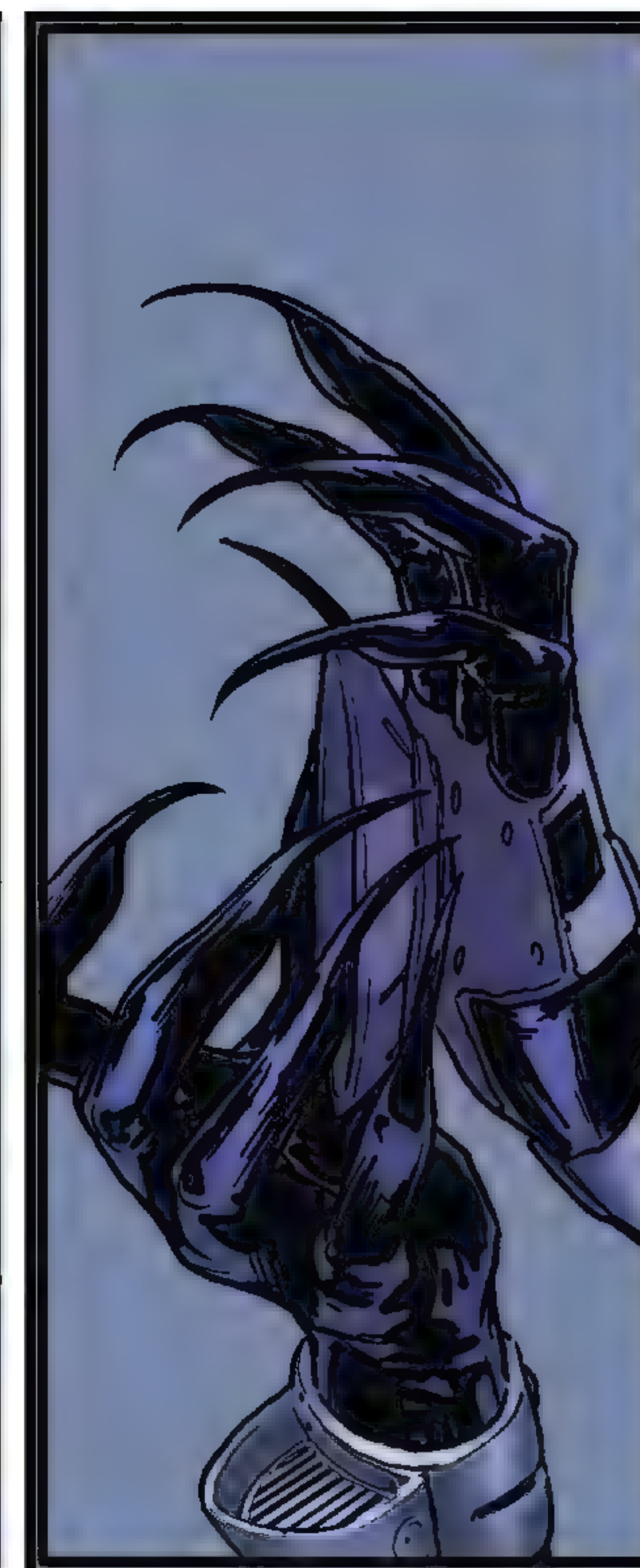
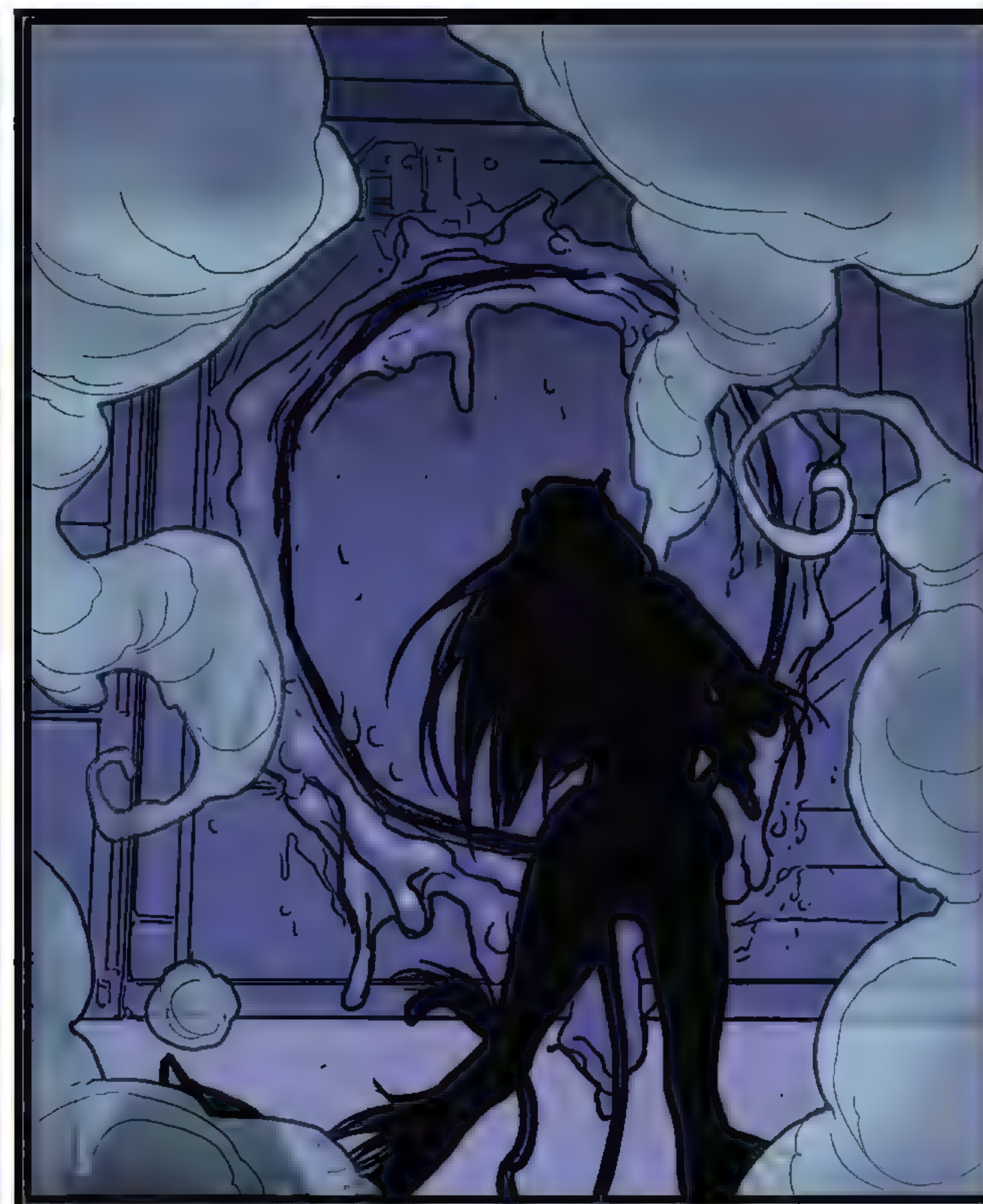


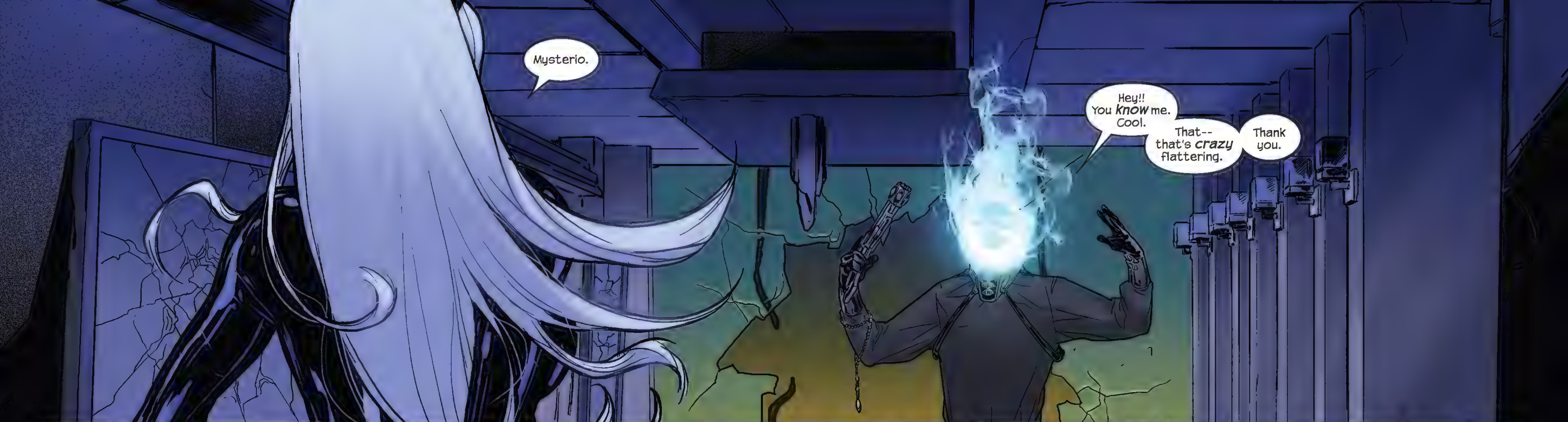


Two Weeks Ago.







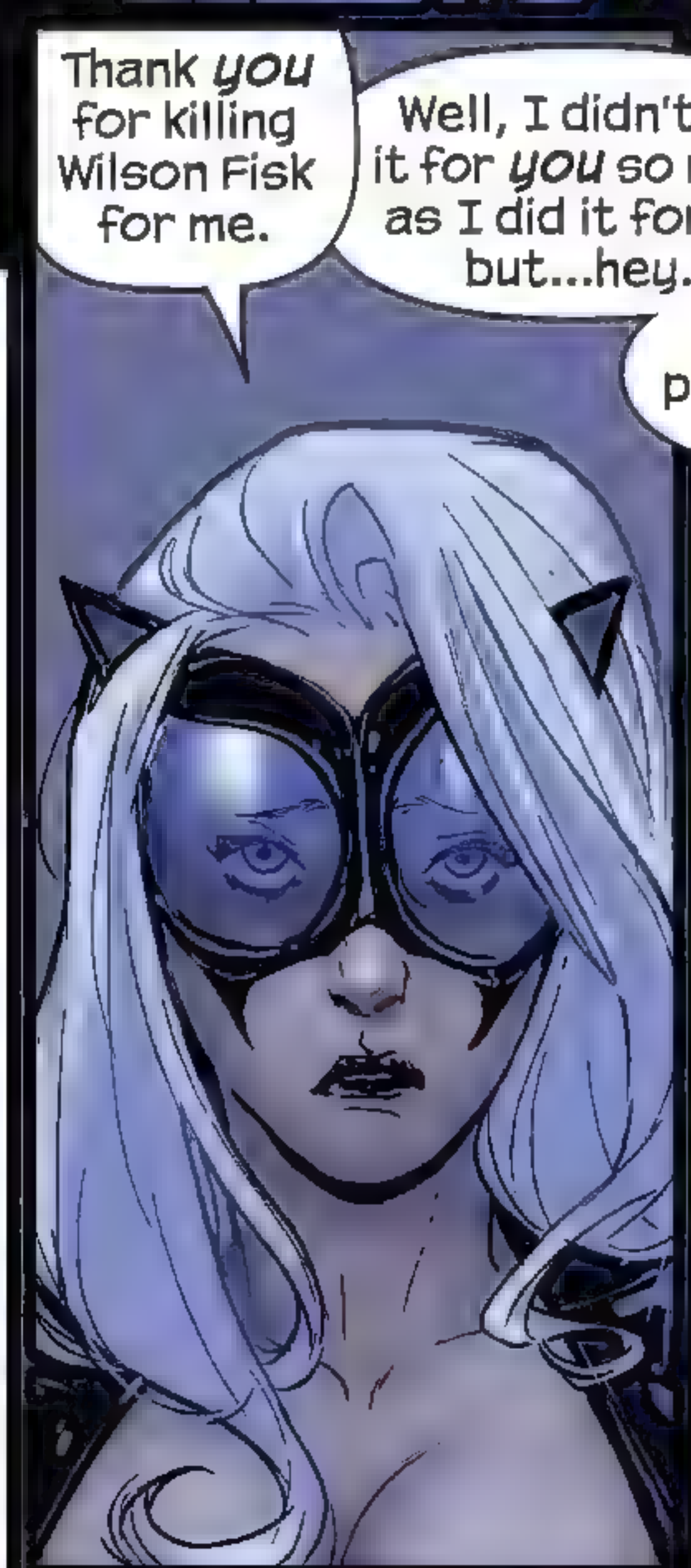


Mysterio.

Hey!!
You *know* me.
Cool.

That--
that's *crazy*
flattering.

Thank
you.



Thank *you*
for killing
Wilson Fisk
for me.

Well, I didn't do
it for *you* so much
as I did it for me
but...hey.

No
problem.

You're the--
the Black
Cat, right?

Burglar.
(Well,
obviously.)

You tortured
the Kingpin once
in a while.

You had a
real thing for
him. You really
went at him
there for a
while.

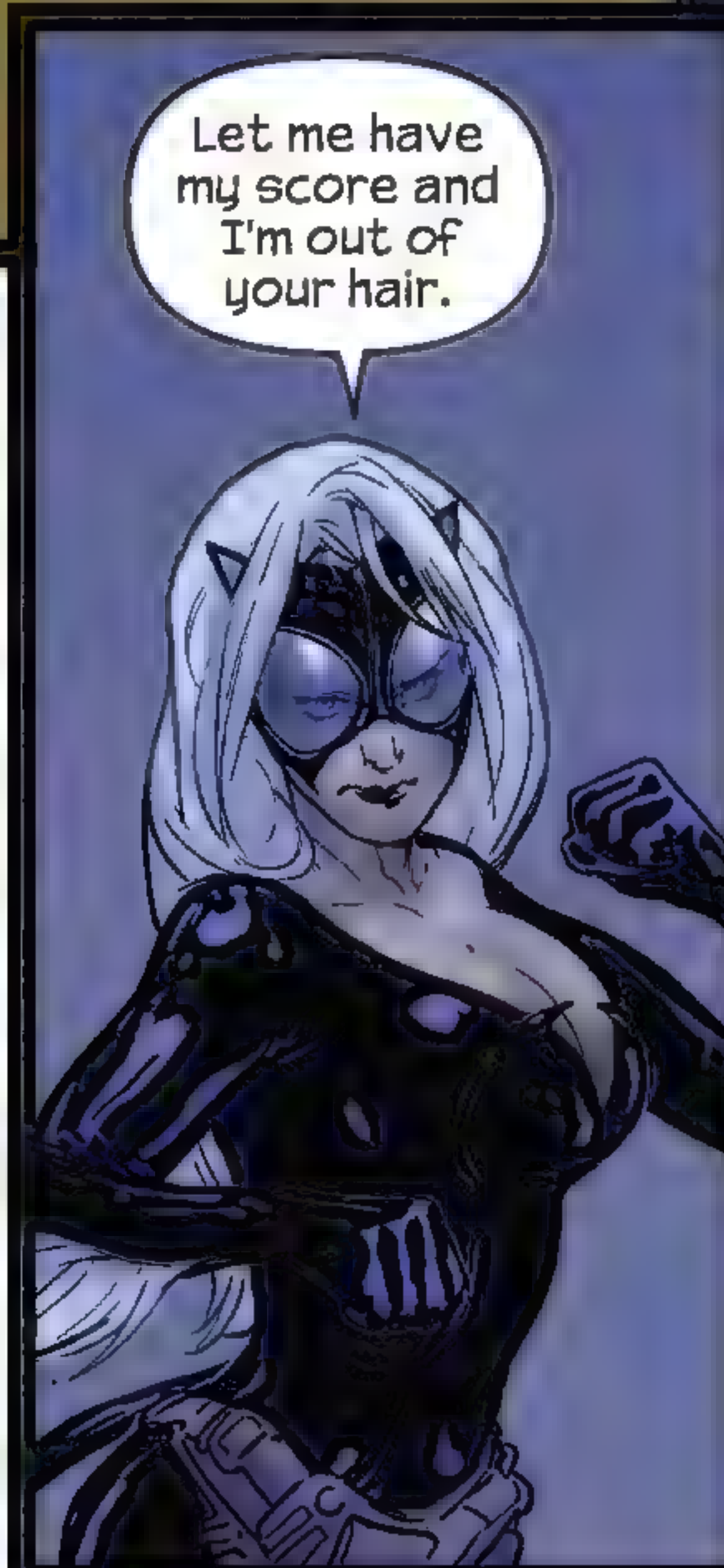


Can I
assume your
problem with
him is whatever
is in that
safe?

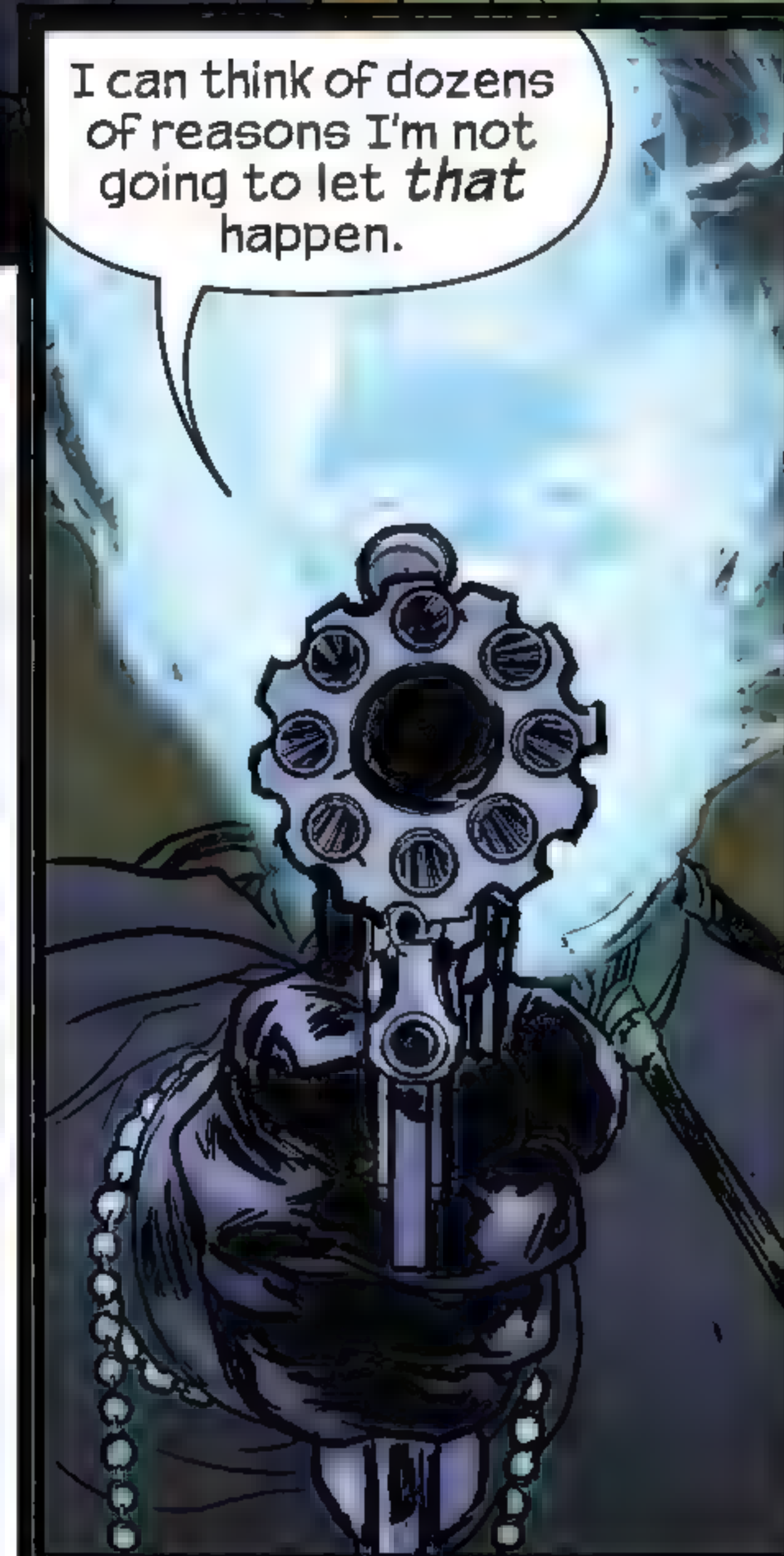
It damn
well has
nothing to do
with you.



Don't
get snitty,
Kitty.



Let me have
my score and
I'm out of
your hair.



I can think of dozens
of reasons I'm not
going to let *that*
happen.



If you were
going to kill me
you would have
shot me in the
back.



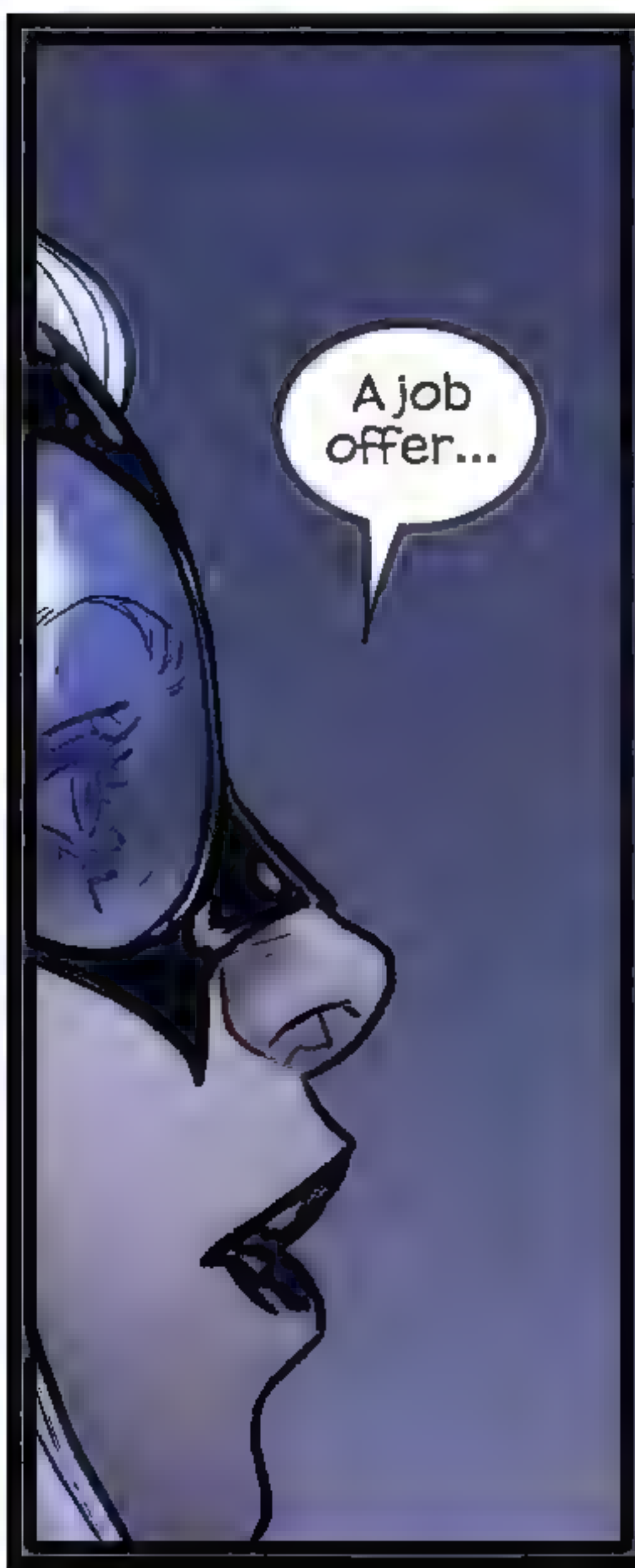
No.

First I
wanted to
see if Kitty
was for
hire.

I am building
something here
and you have
talent.

I can't be
everywhere.

I hear you
have, what?
"Good luck
powers"? What
is that? How
does *that*
work?



A job
offer...



Sure.

Mysterio.

Who are
you?

I thought
we covered
that.

And you're
going to build
a criminal empire
in place of the
Kingpin's?

Well,
criminal
is a strong
word.

I do plan on
organizing certain
aspects of his fallen
empire and turning
a profit from it, yes.

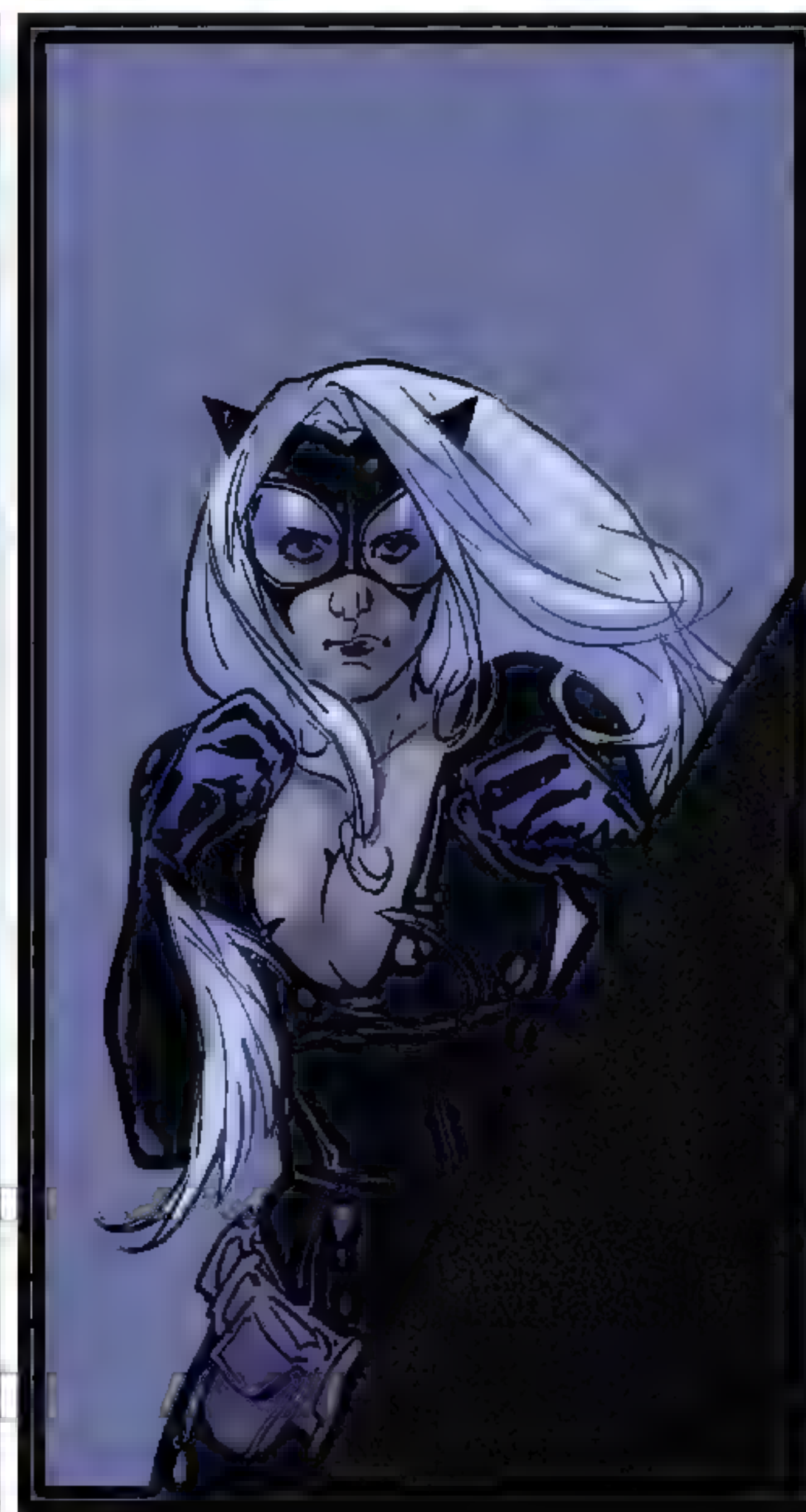


Let me have
the safe and...
I'll think
about it.



Really?

"Let
you have
the safe."

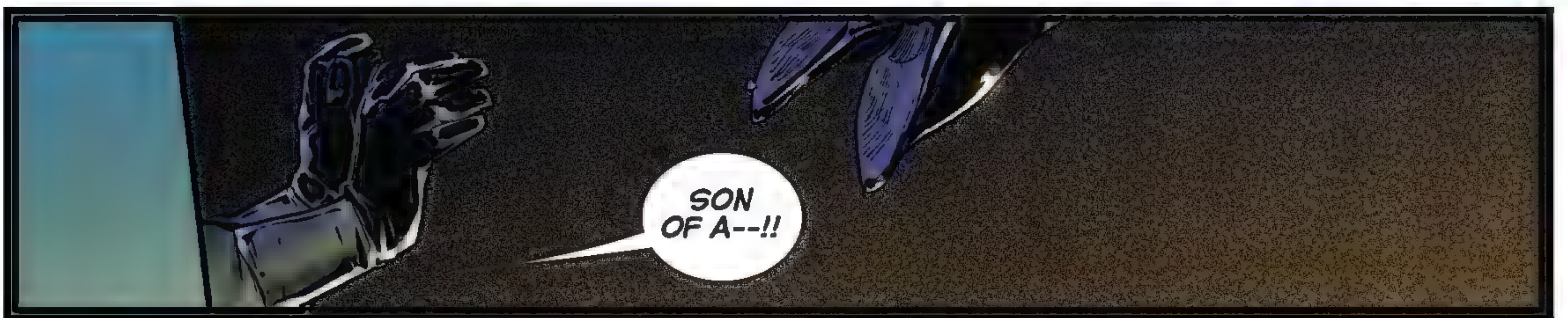
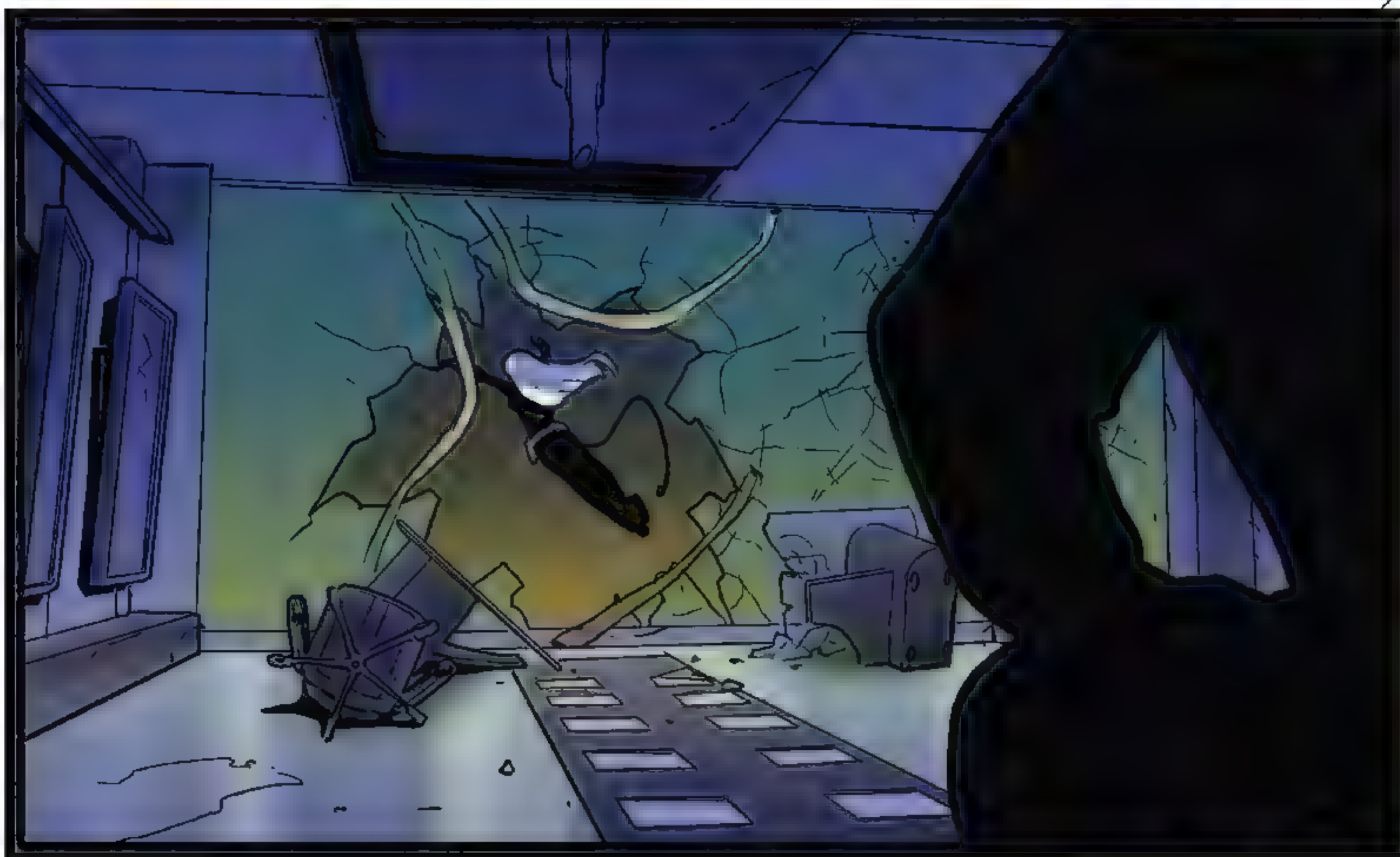
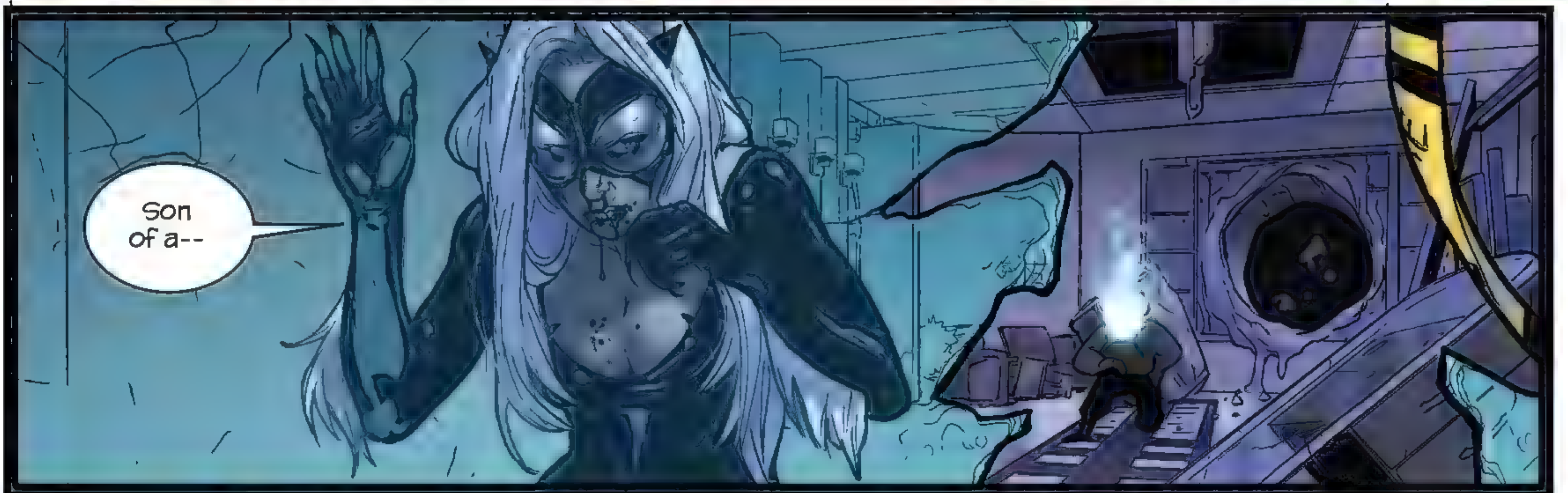
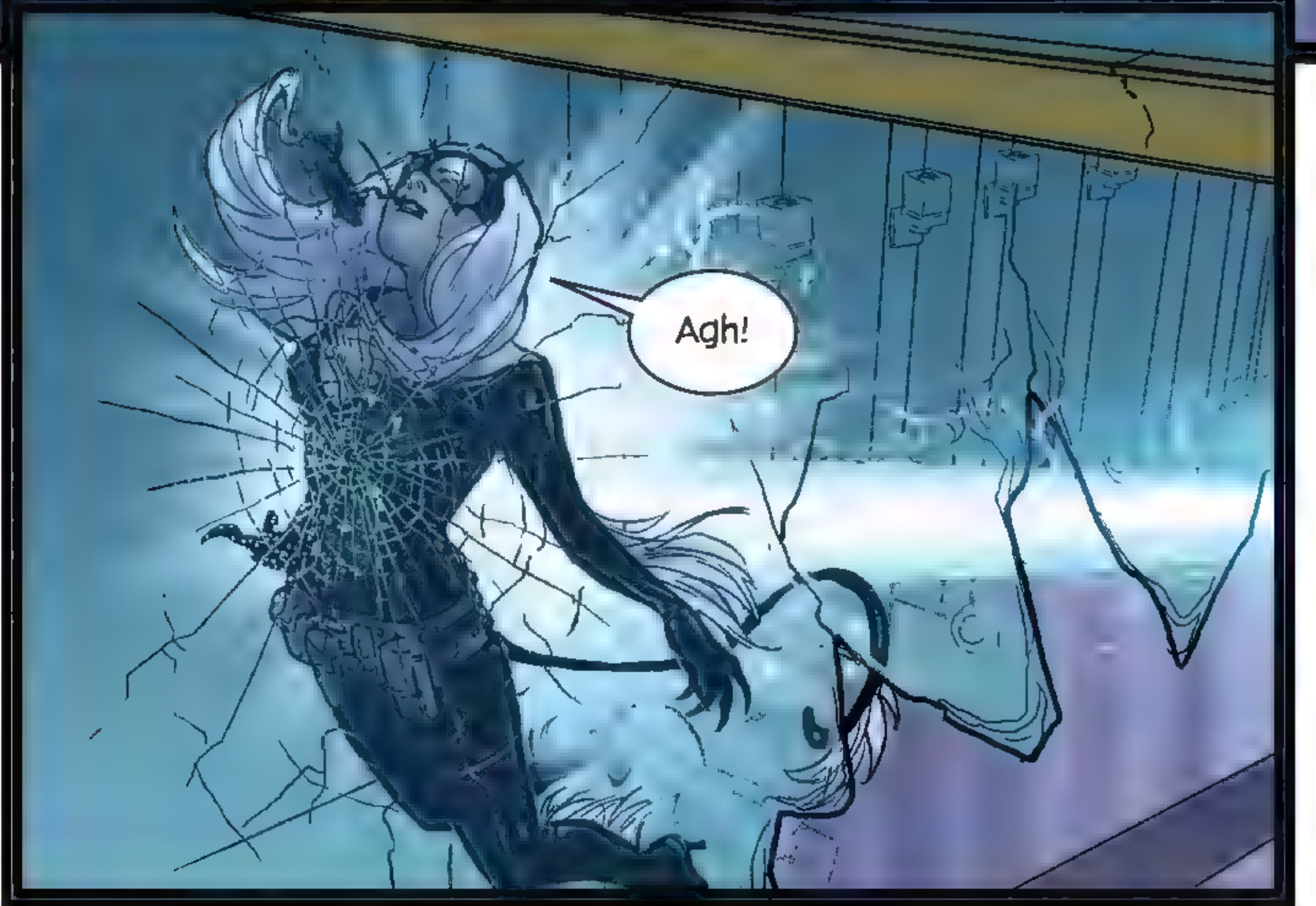


You think
a woman has
never lied to
me before?

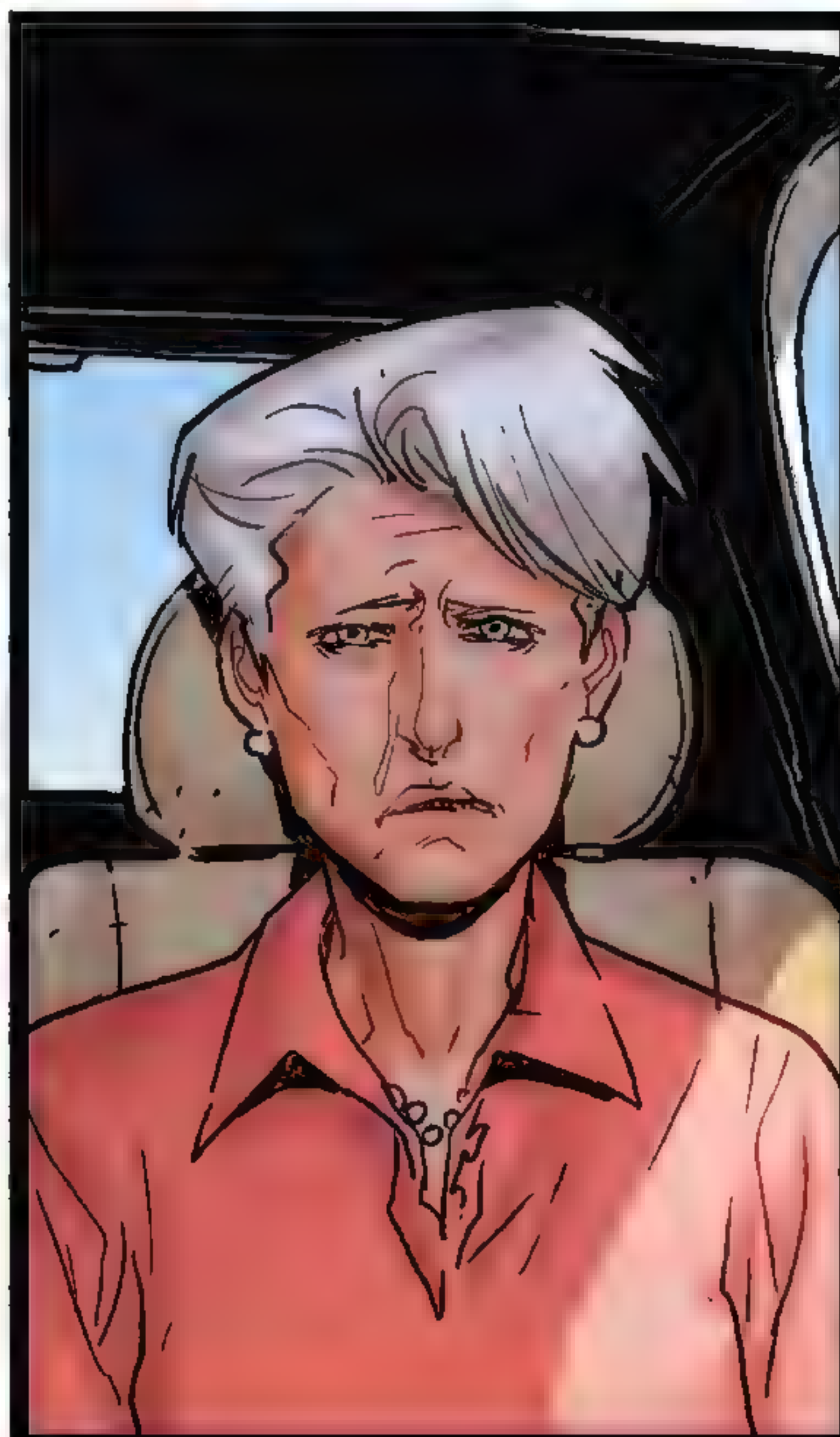
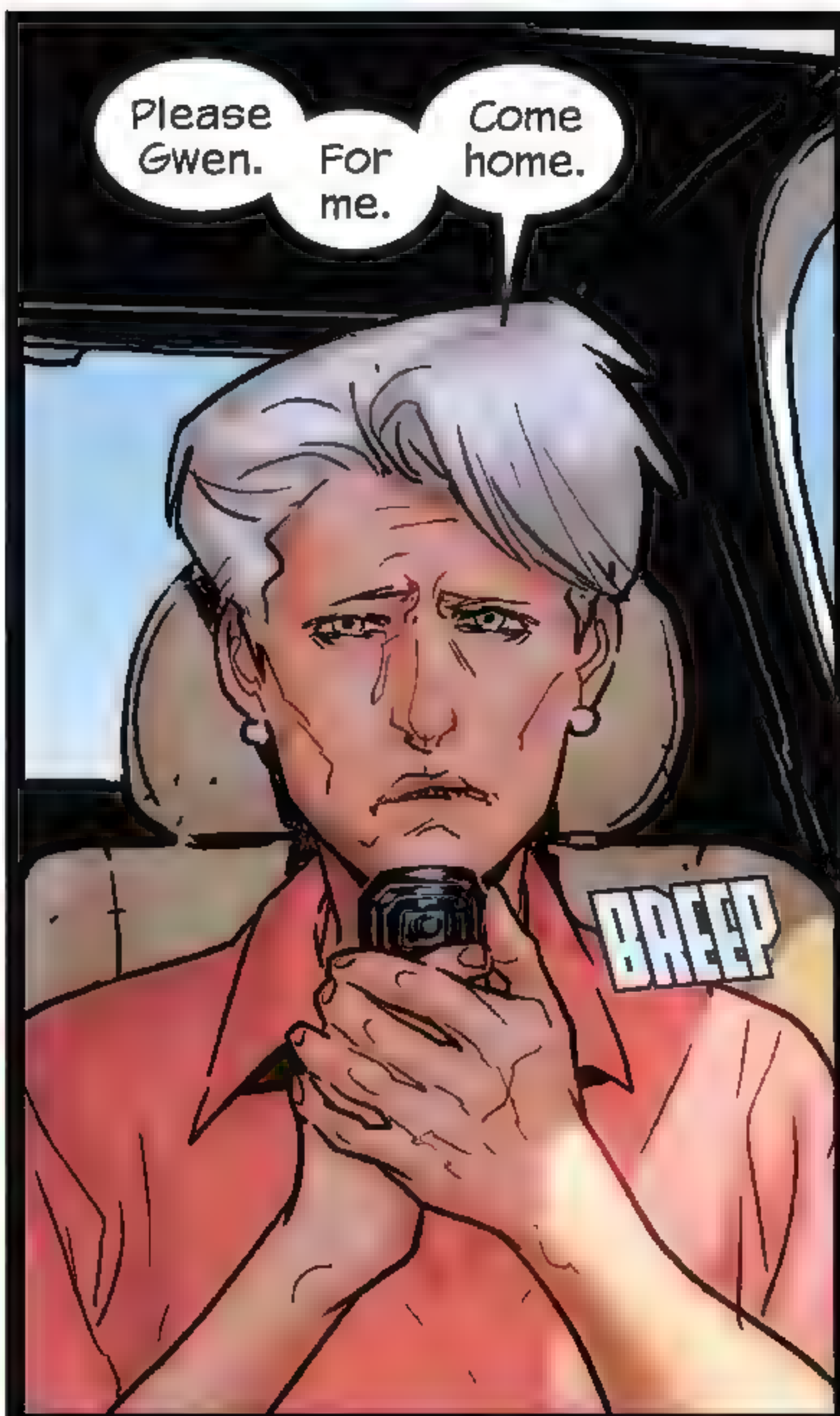
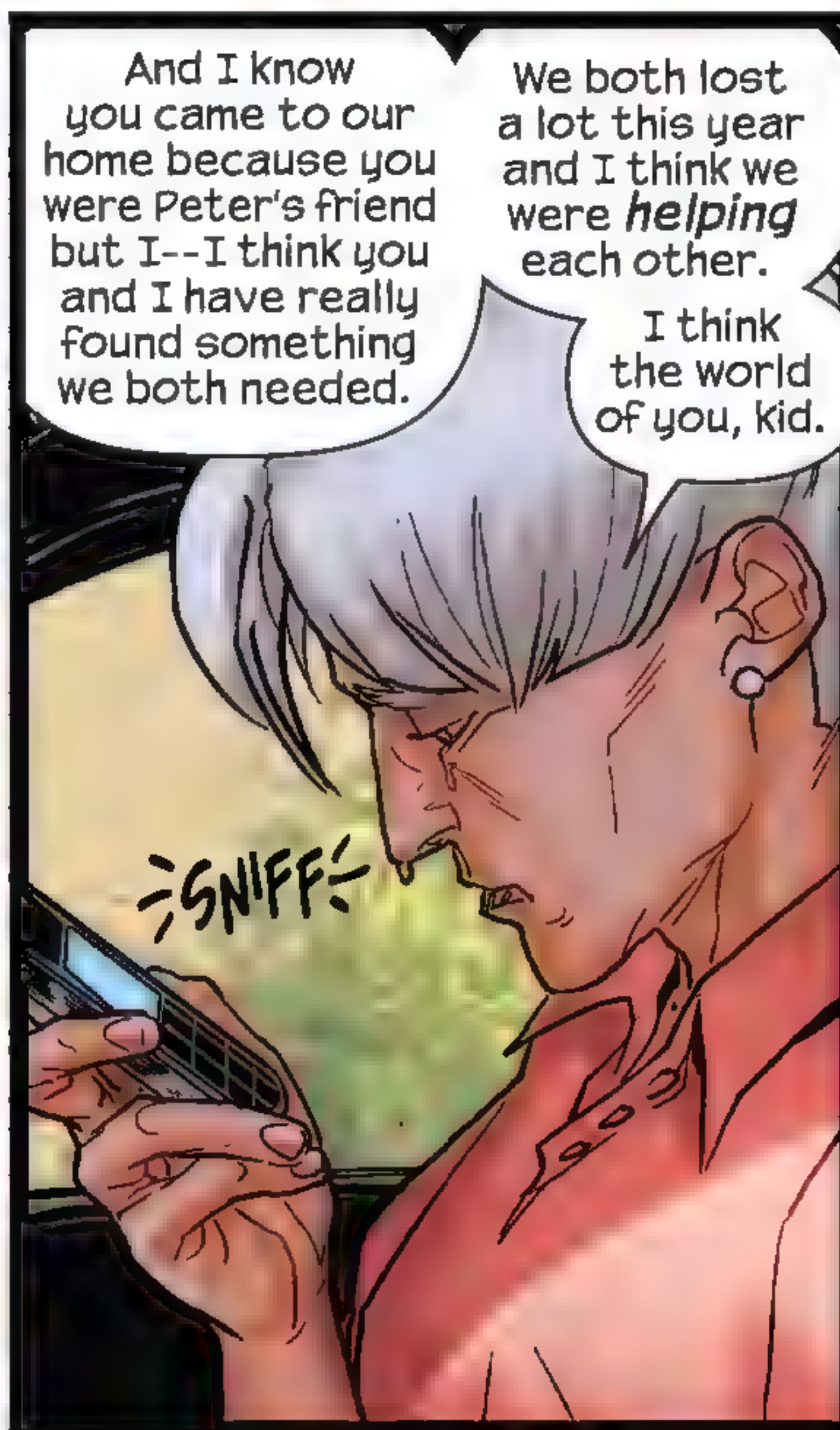


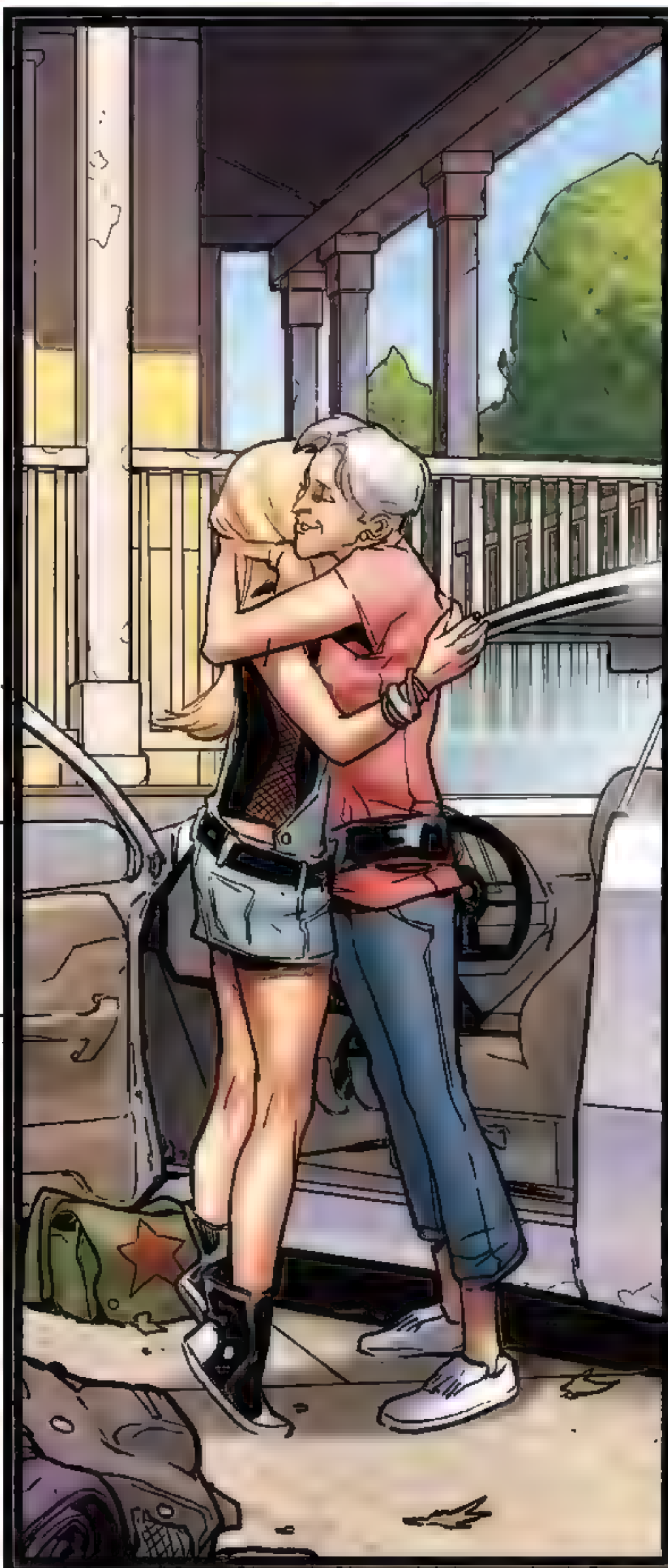
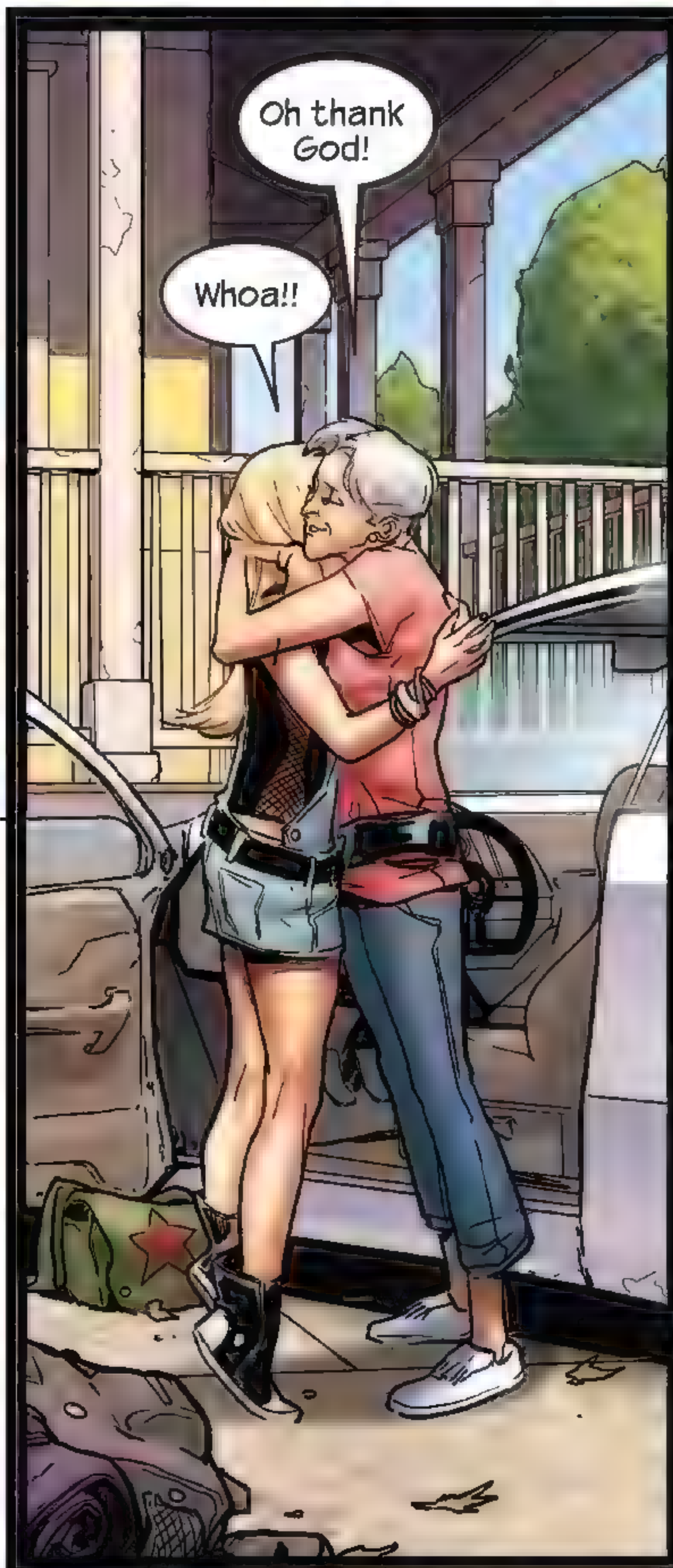
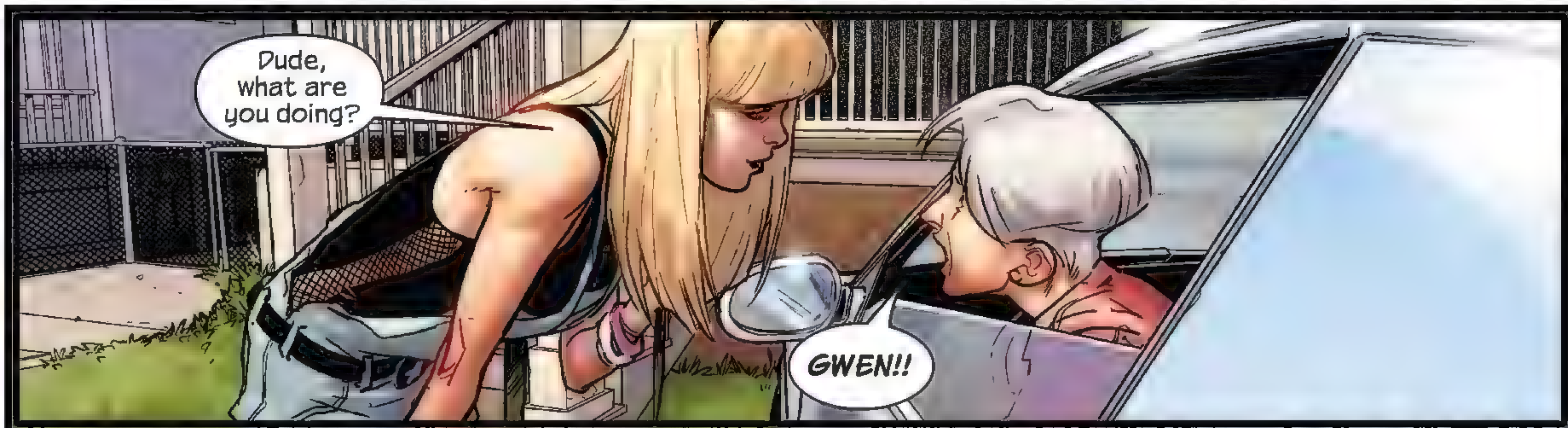
Screw
it.

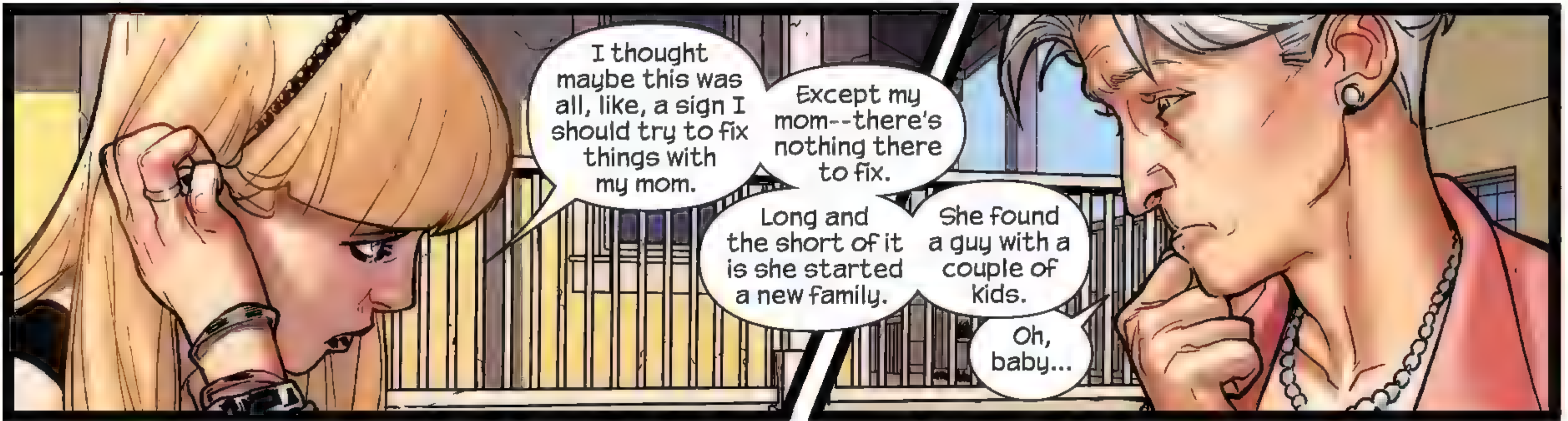












I thought maybe this was all, like, a sign I should try to fix things with my mom.

Except my mom--there's nothing there to fix.

Long and the short of it is she started a new family.

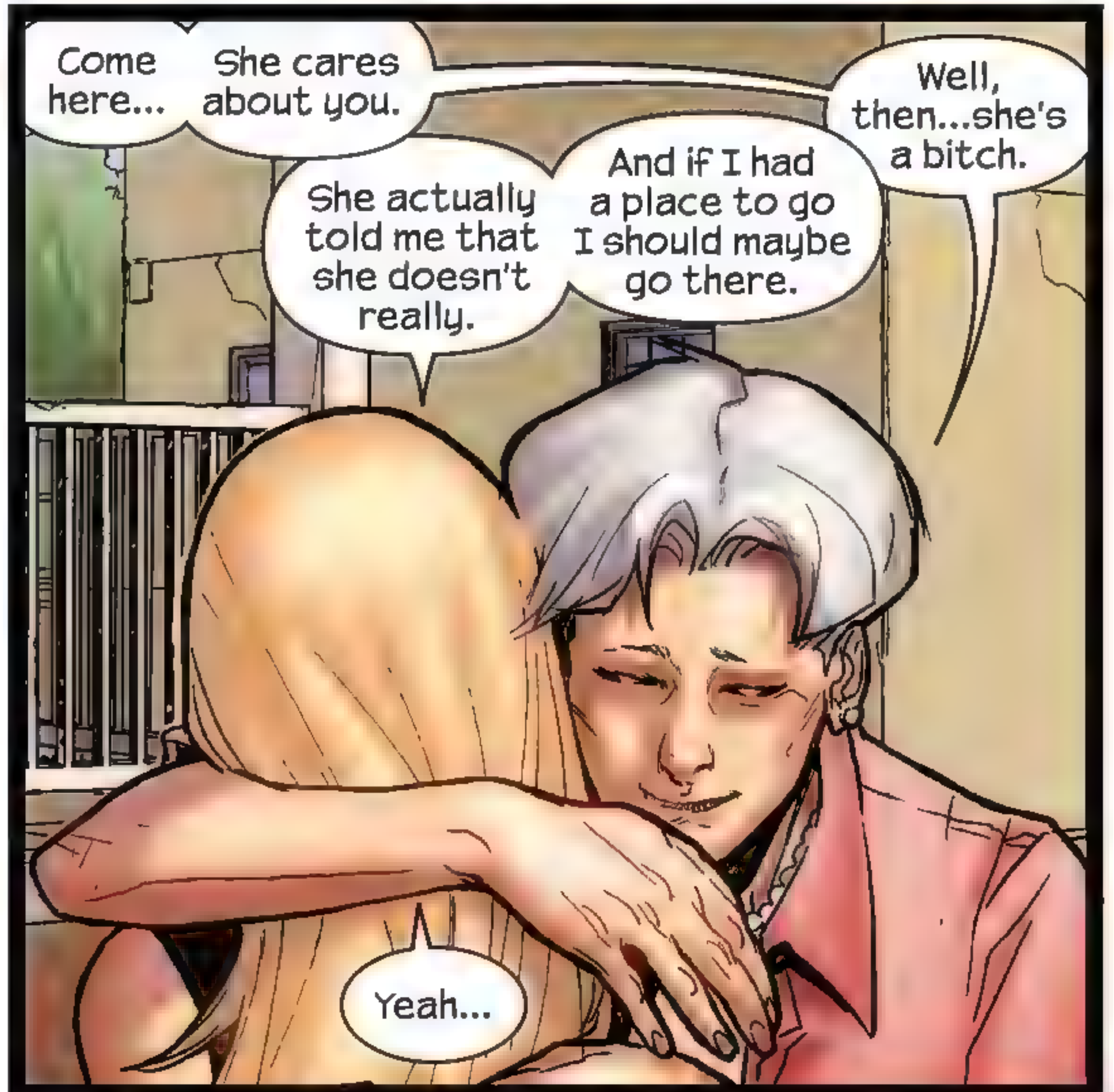
She found a guy with a couple of kids.

Oh, baby...



I thought-- I kind of thought she was ignoring me because she wasn't over my dad's death and I was just a reminder of it but...boy.

She--she really doesn't give a @#\$ about me.



Come here...

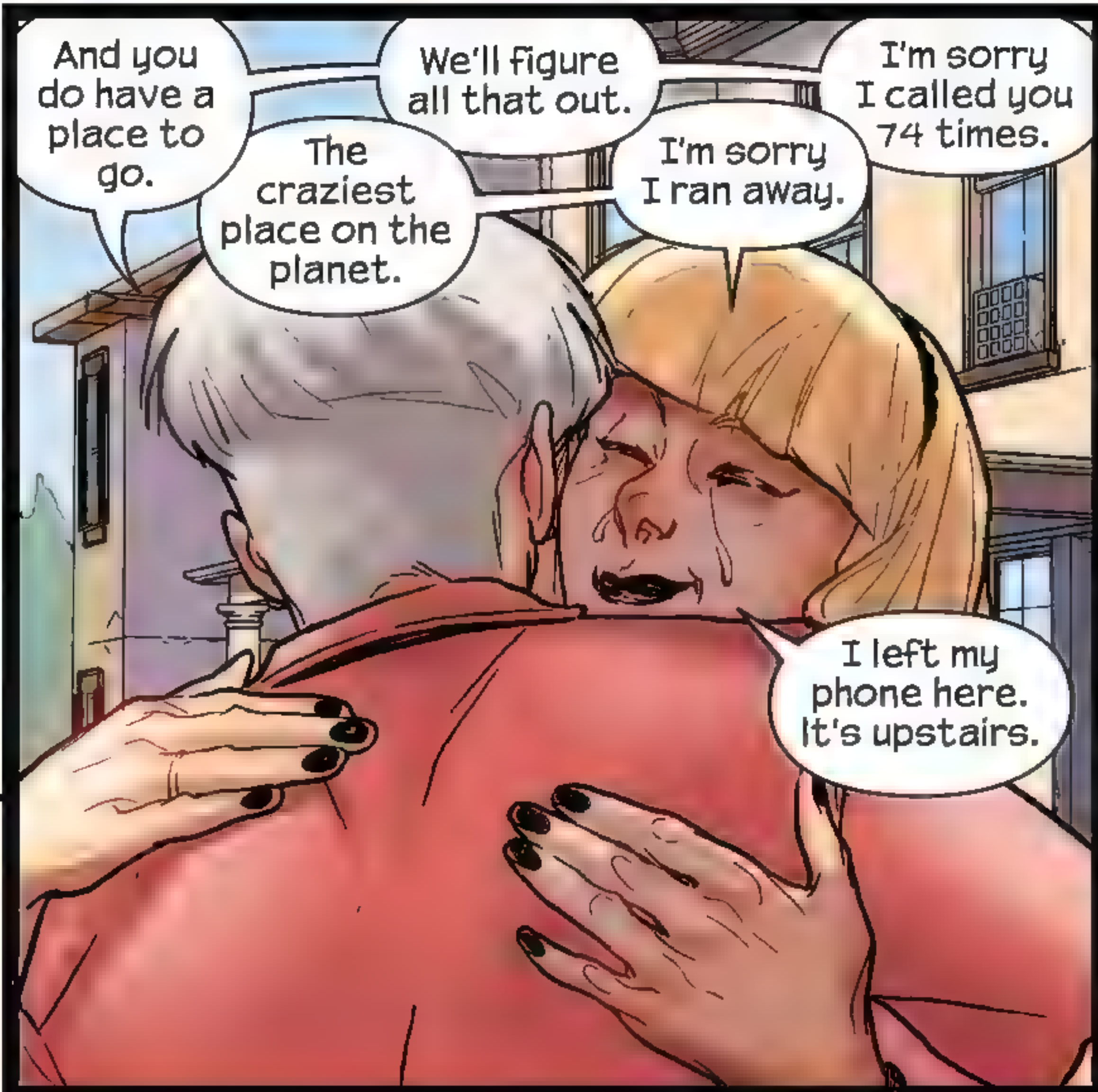
She cares about you.

Well, then...she's a bitch.

She actually told me that she doesn't really.

And if I had a place to go I should maybe go there.

Yeah...



And you do have a place to go.

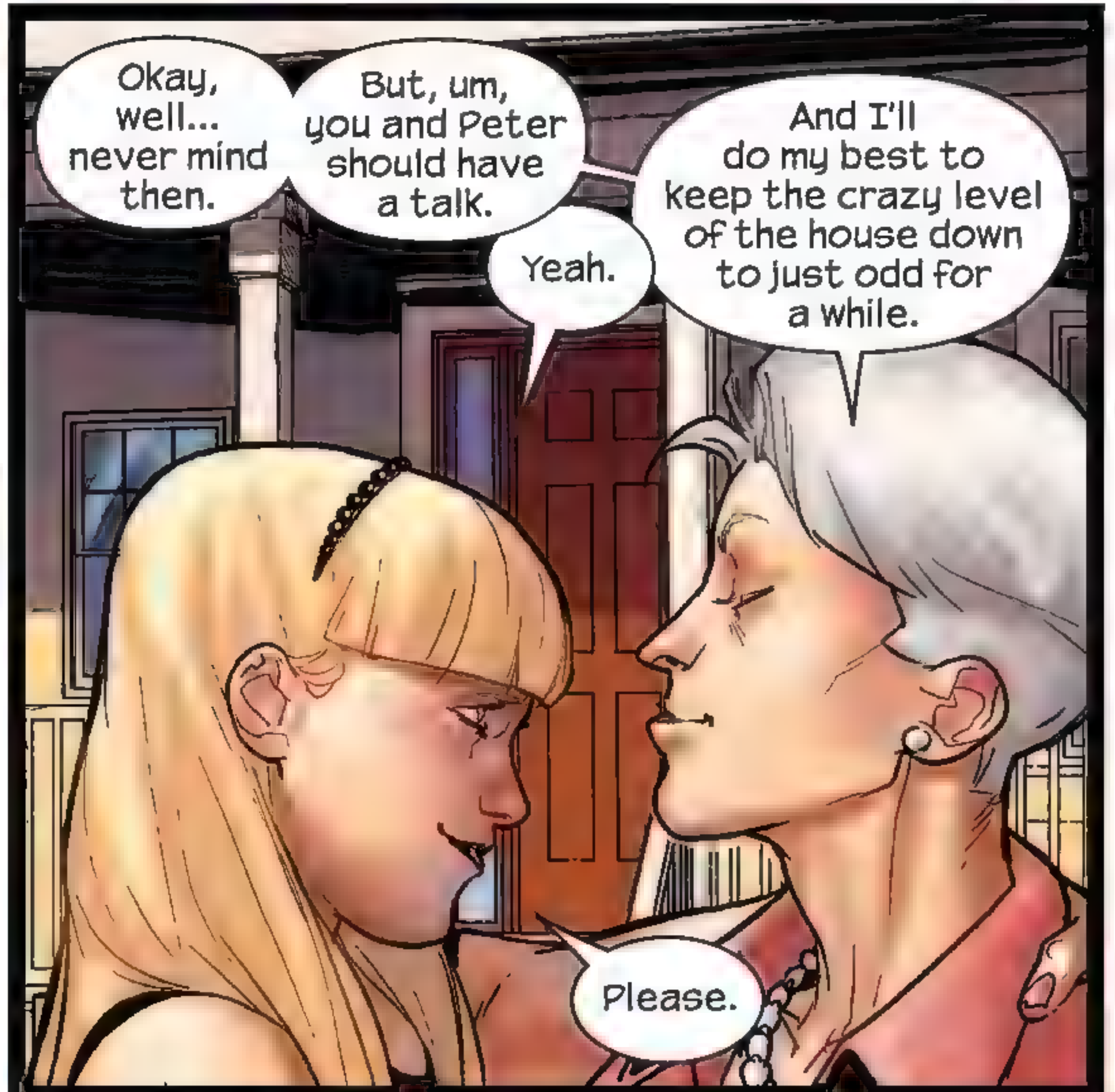
We'll figure all that out.

The craziest place on the planet.

I'm sorry I ran away.

I'm sorry I called you 74 times.

I left my phone here. It's upstairs.



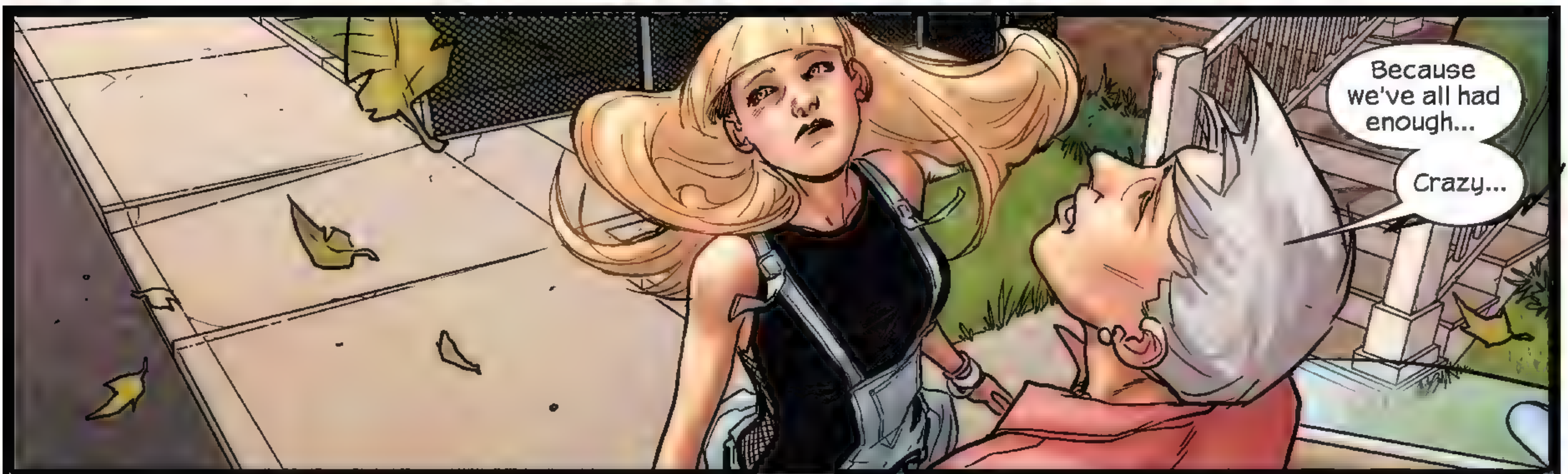
Okay, well... never mind then.

But, um, you and Peter should have a talk.

Yeah.

And I'll do my best to keep the crazy level of the house down to just odd for a while.

Please.



Because we've all had enough...

Crazy...

Hi.

*I'm here for
Peter Parker's
after school
training...*





Two Weeks Ago.

"No more
Wilson Fisk.

"No more
Kingpin
of Crime.

"You don't have to
thank me. You could
thank me, but you
don't have to.

"Also, you have no idea *who* I am or *where* I am,
so sending me a gift basket would probably be
more difficult a task than it's probably worth.

"See, I used to
be a lot like him.

"Not even
that long ago.

"I wanted a
little piece
of the pie.

"My piece. I wanted
to boss around a
couple of people dumb
enough to let a guy like
me boss them around.

"But after all we've been through.
After we've seen the world
literally rip itself in half, I realized...

"...I don't *want*
a piece of it
anymore...

5700 K 1/30

3-D VIEW ACTIVATED
O-R MODE ON

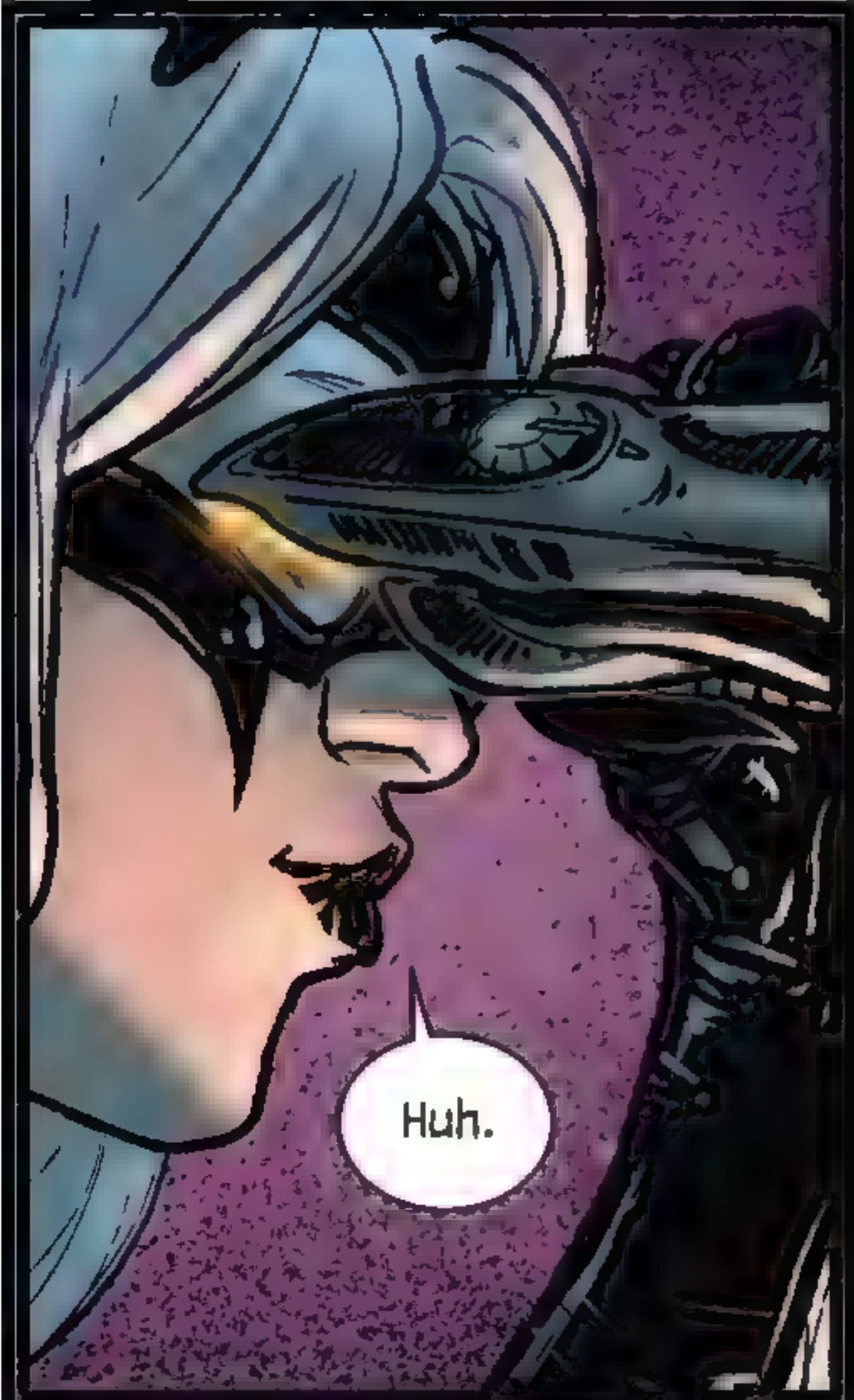
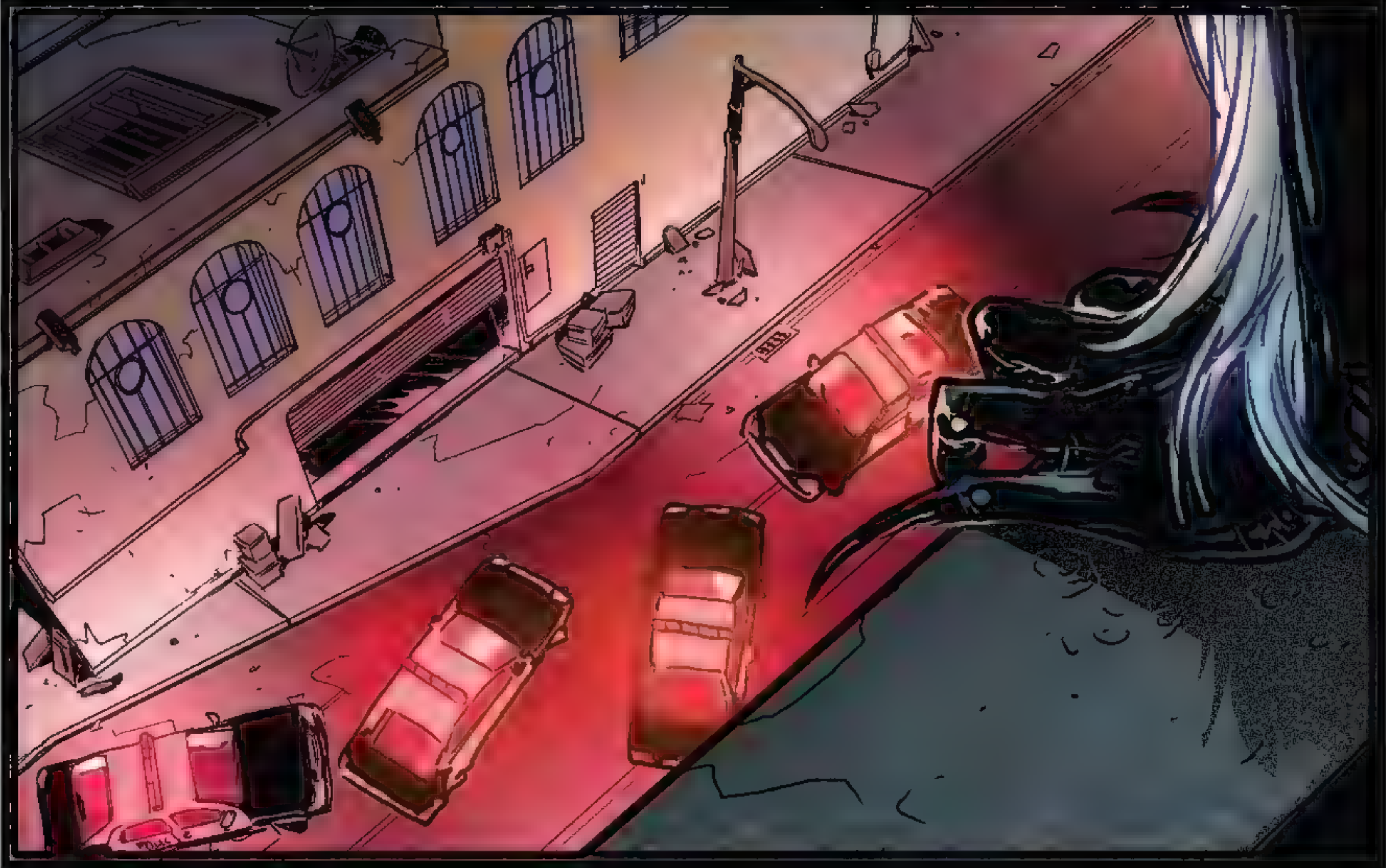
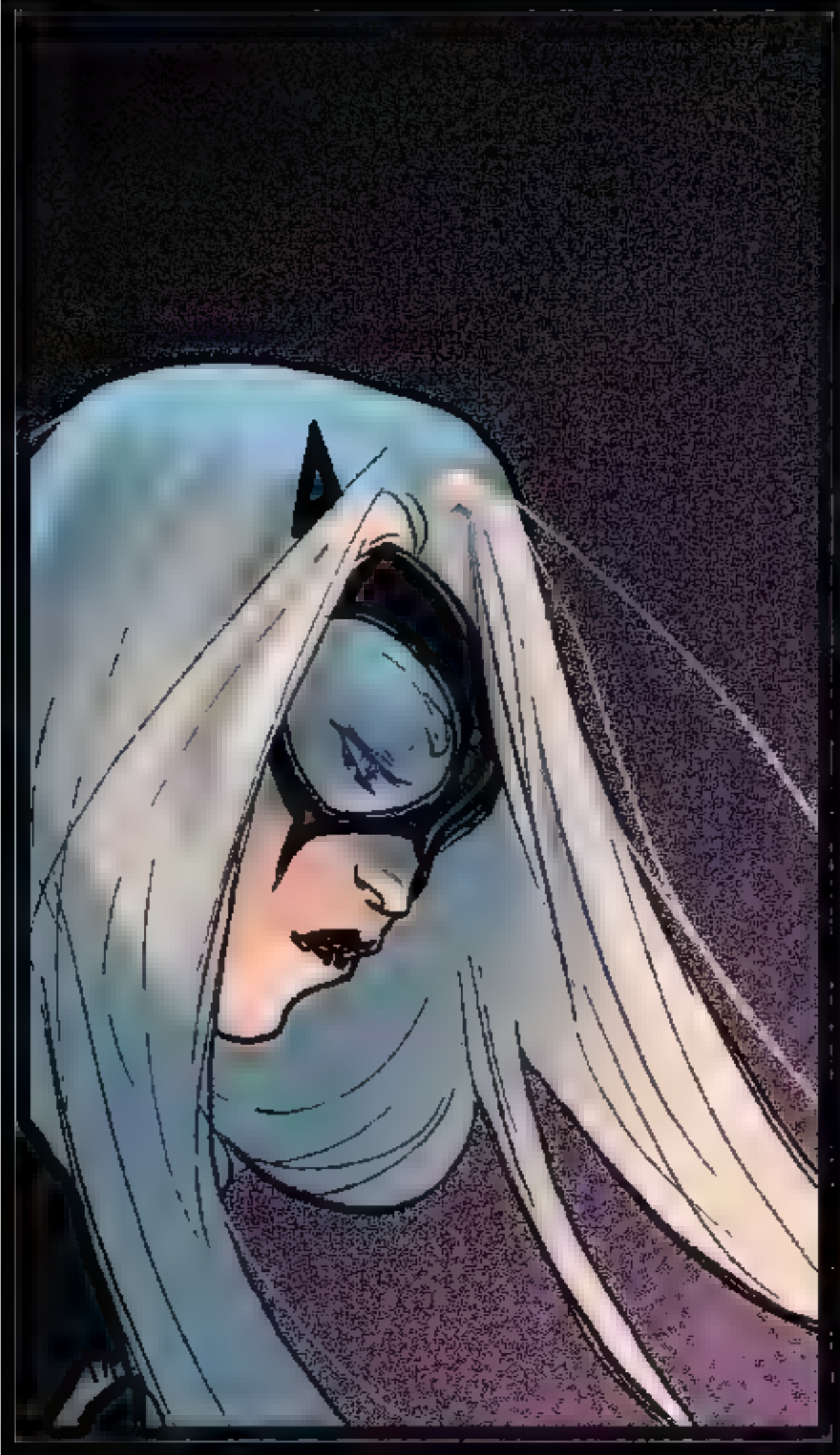
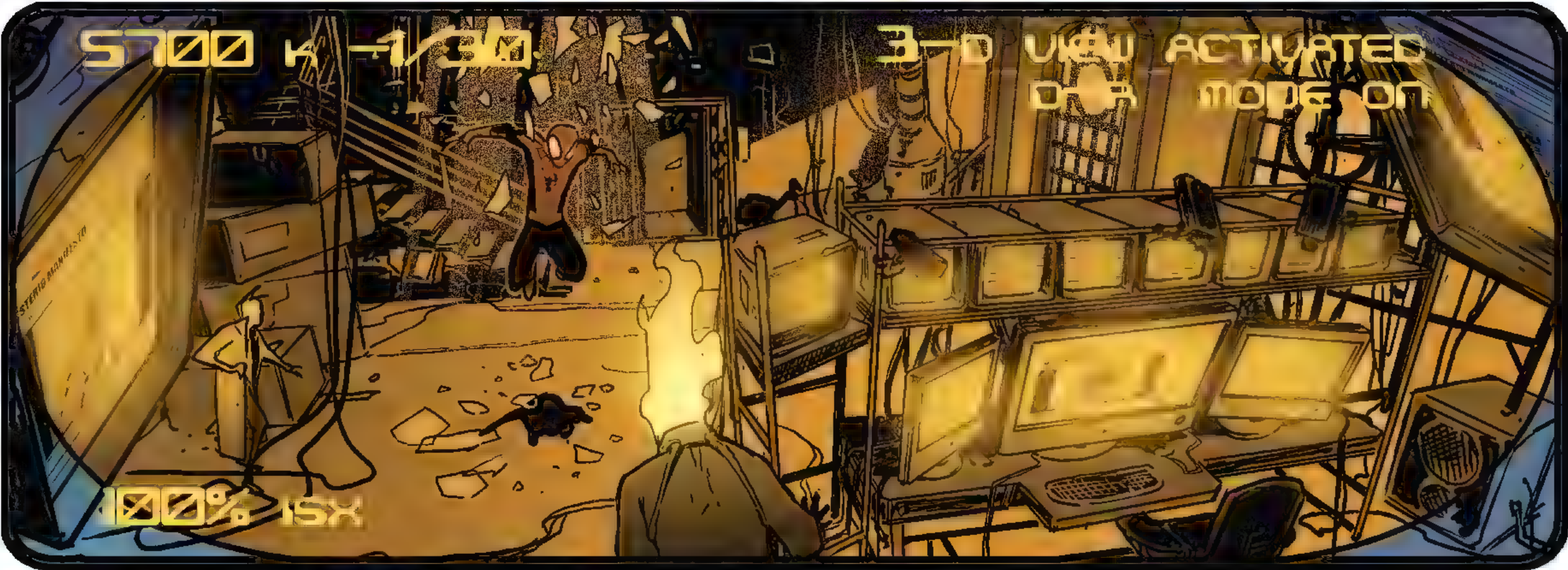
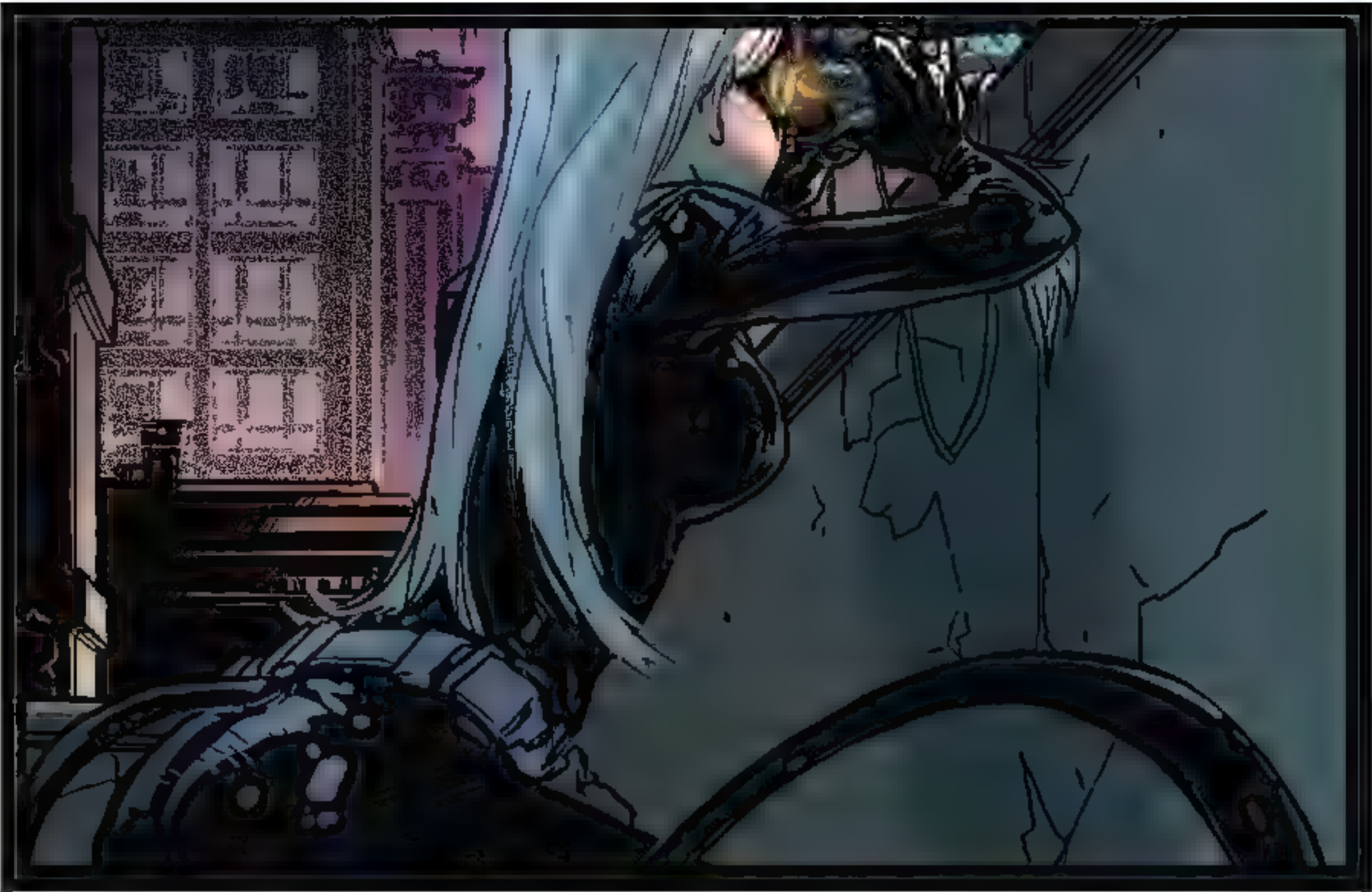
I want
all of it.

And I'm
going to
take it.

And the
best part--you'll
never know who I am
or how I did it.

100% 15X

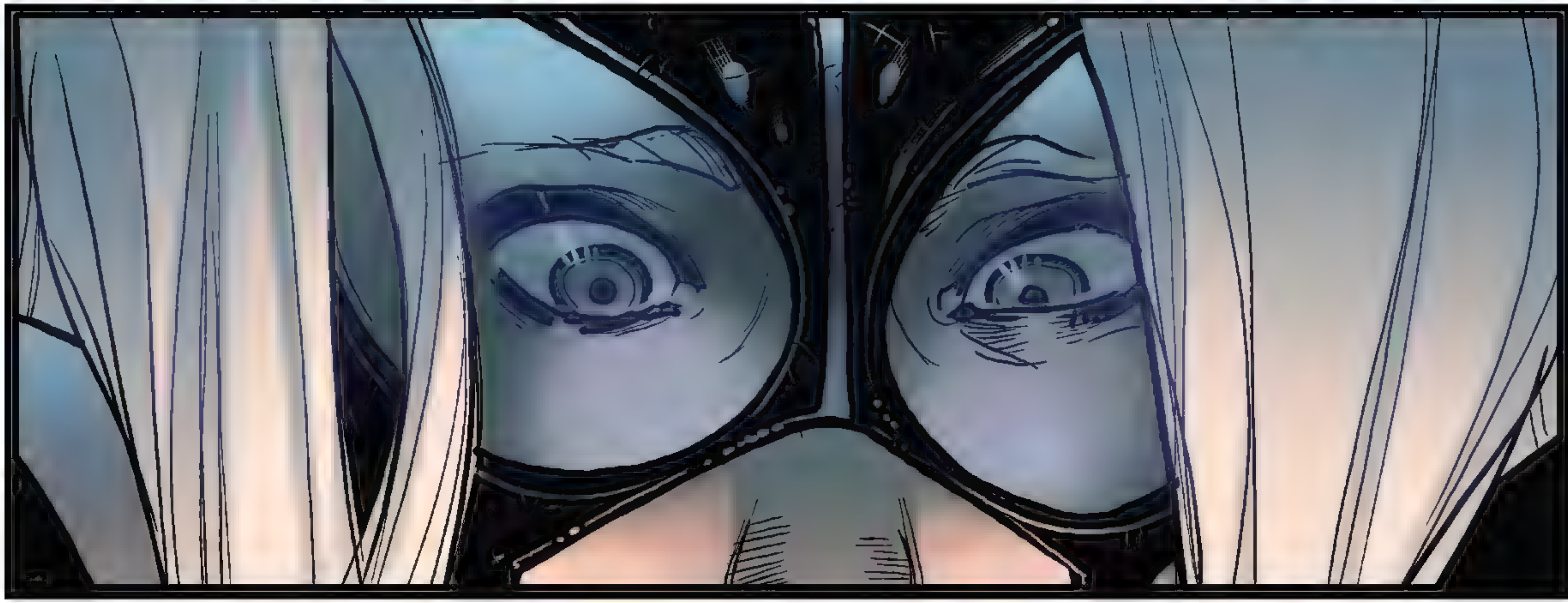
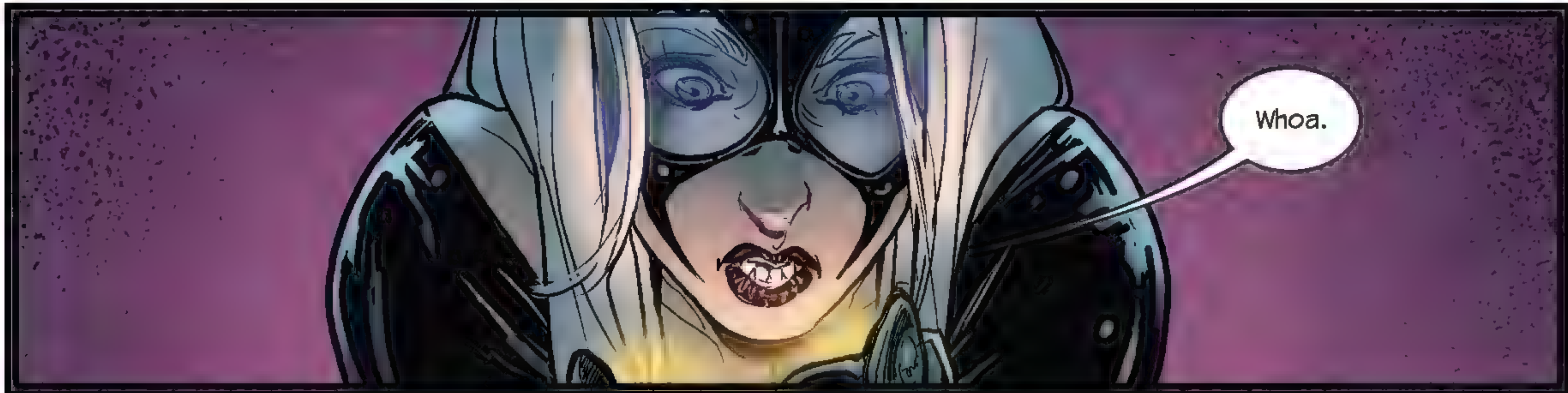




5700 K +1/30

3-D VIEW ACTIVATED
O-R MODE ON

100% ISX



**Parker Home.
Today.**

This is Peter
Parker's
house, right?

Oh, no.

Oh, my
God.

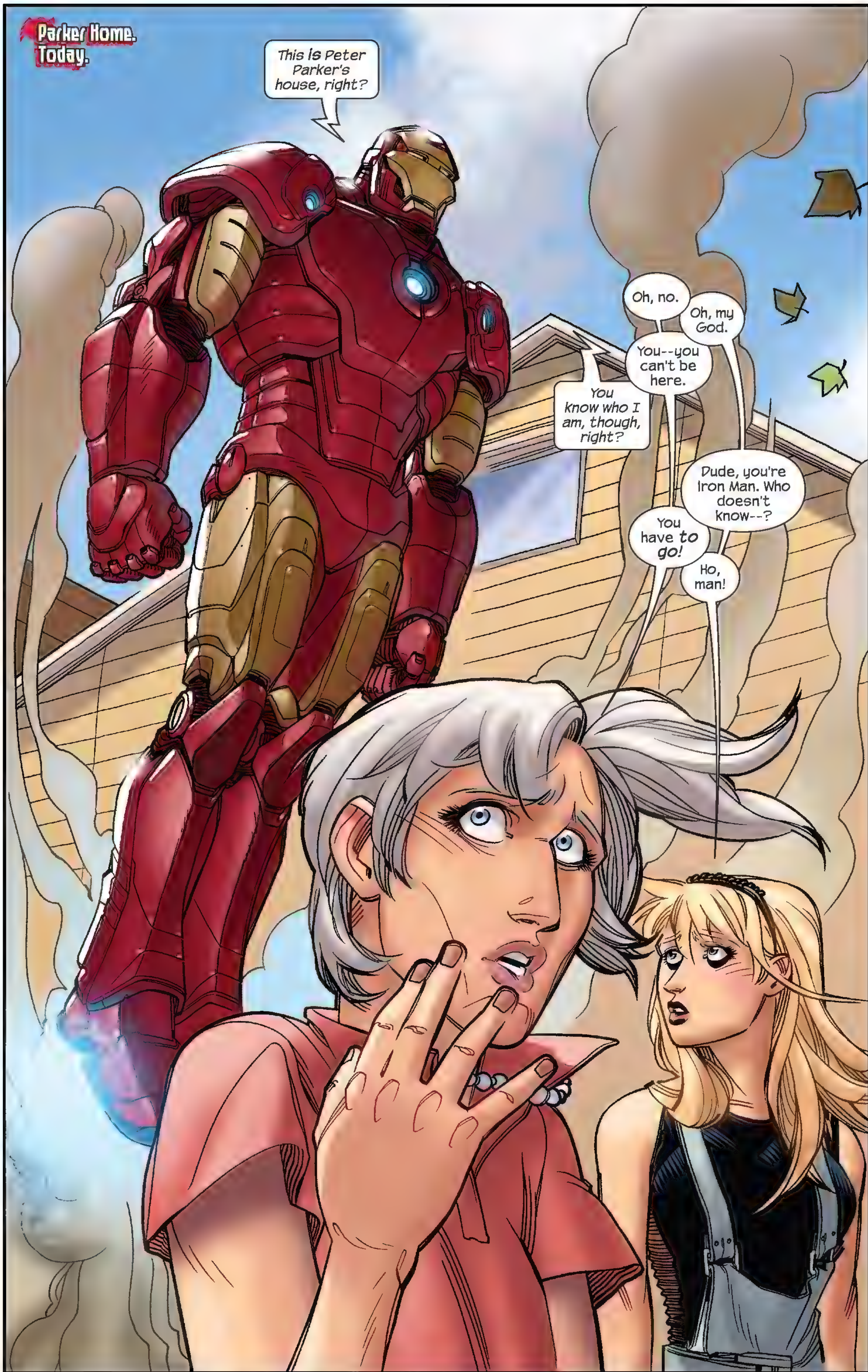
You--you
can't be
here.

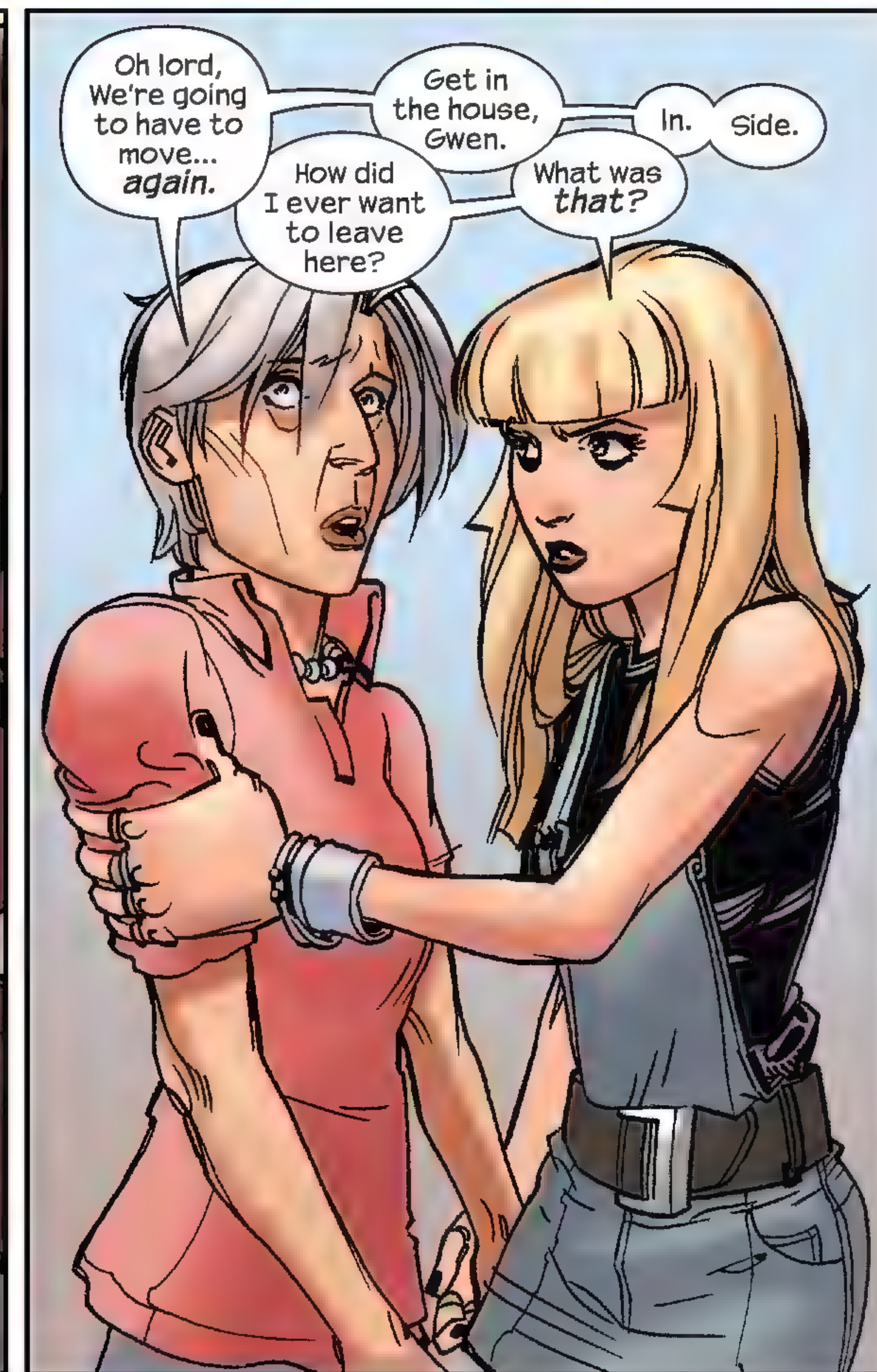
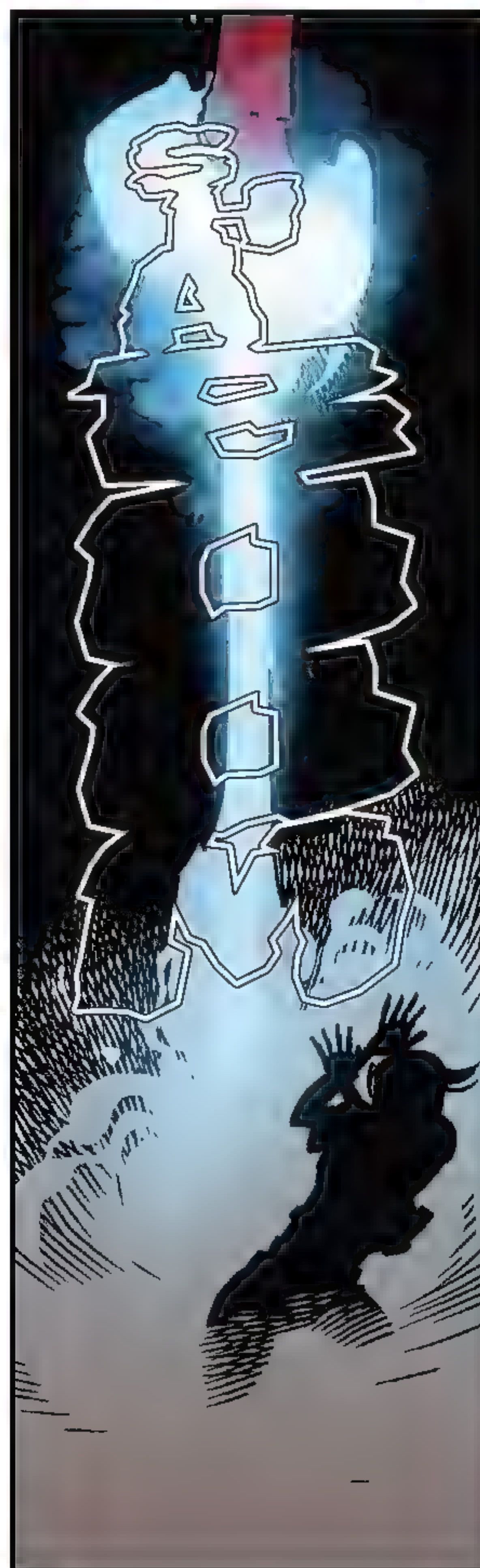
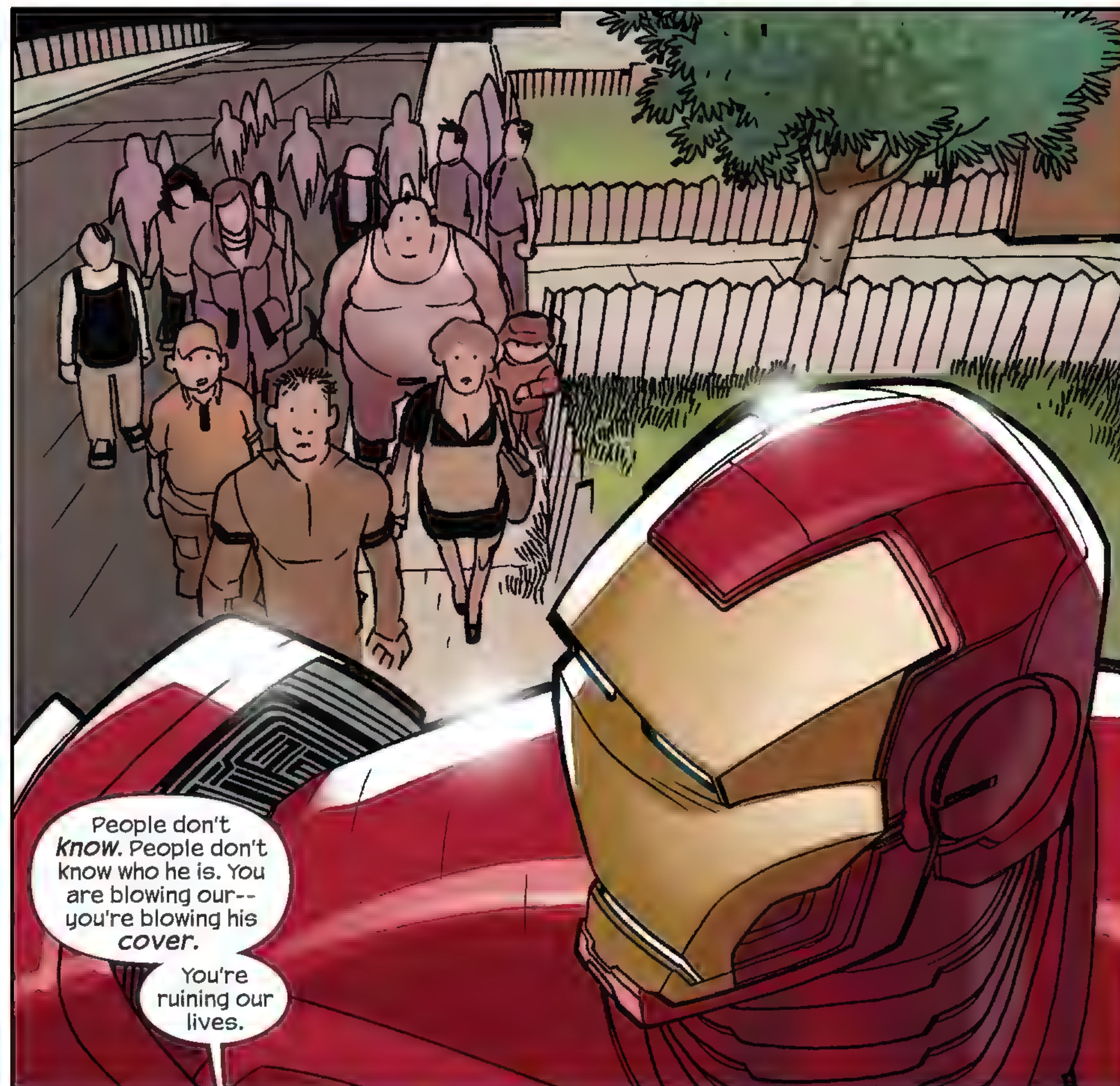
You
know who I
am, though,
right?

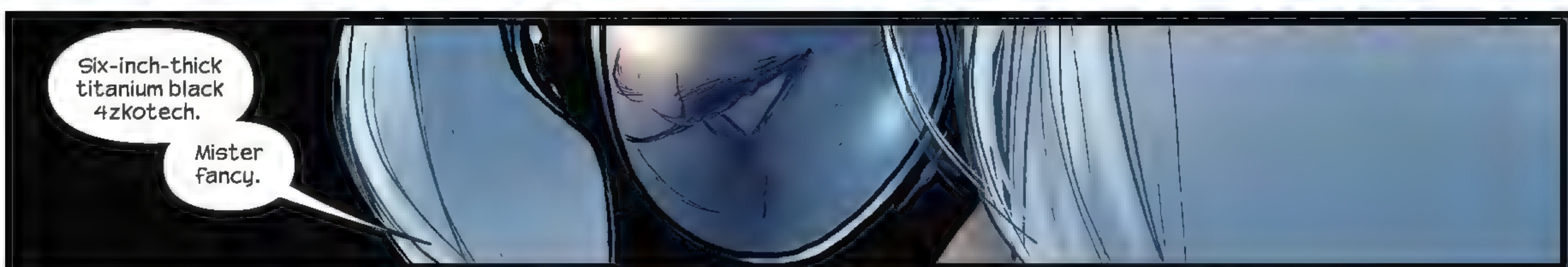
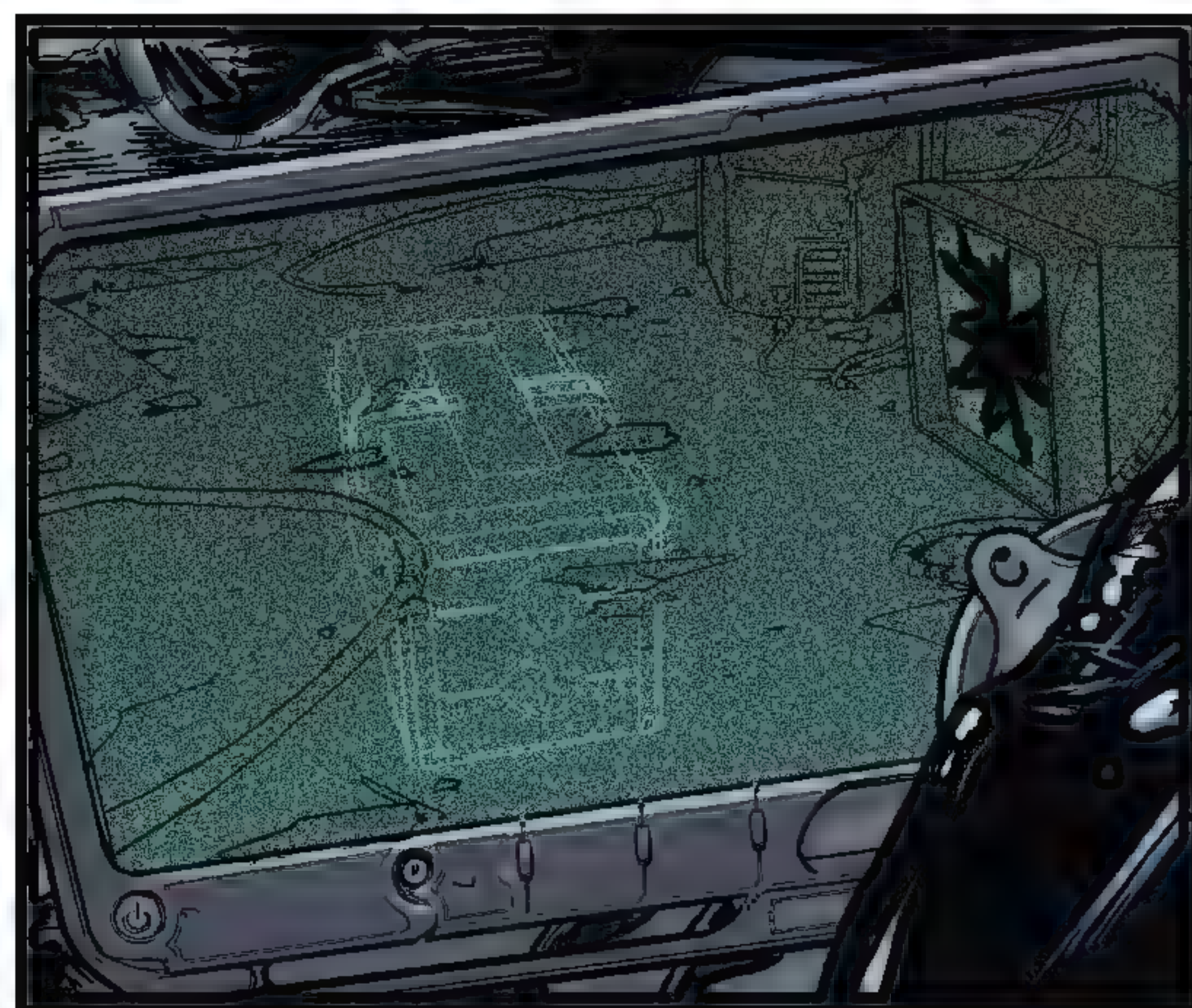
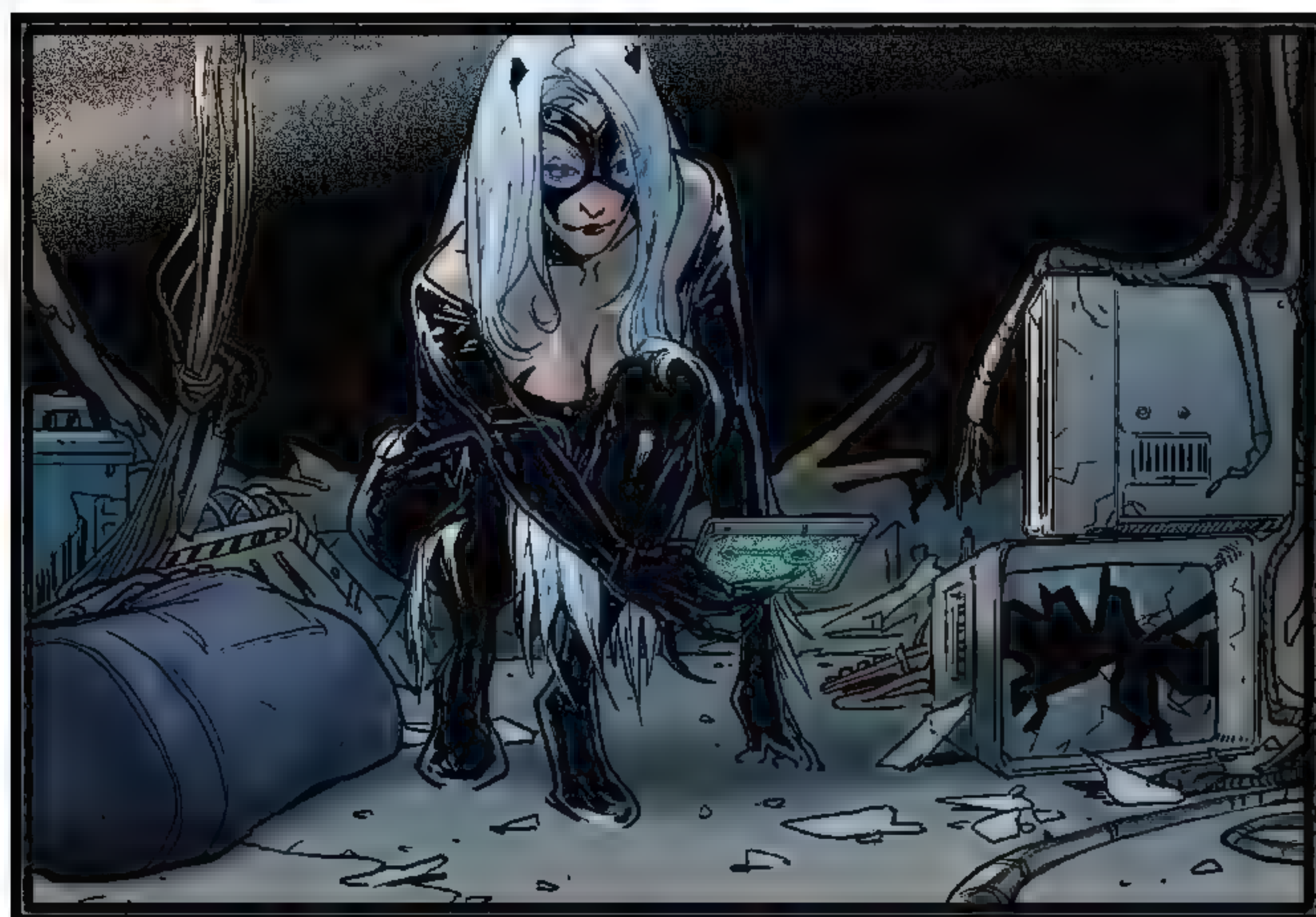
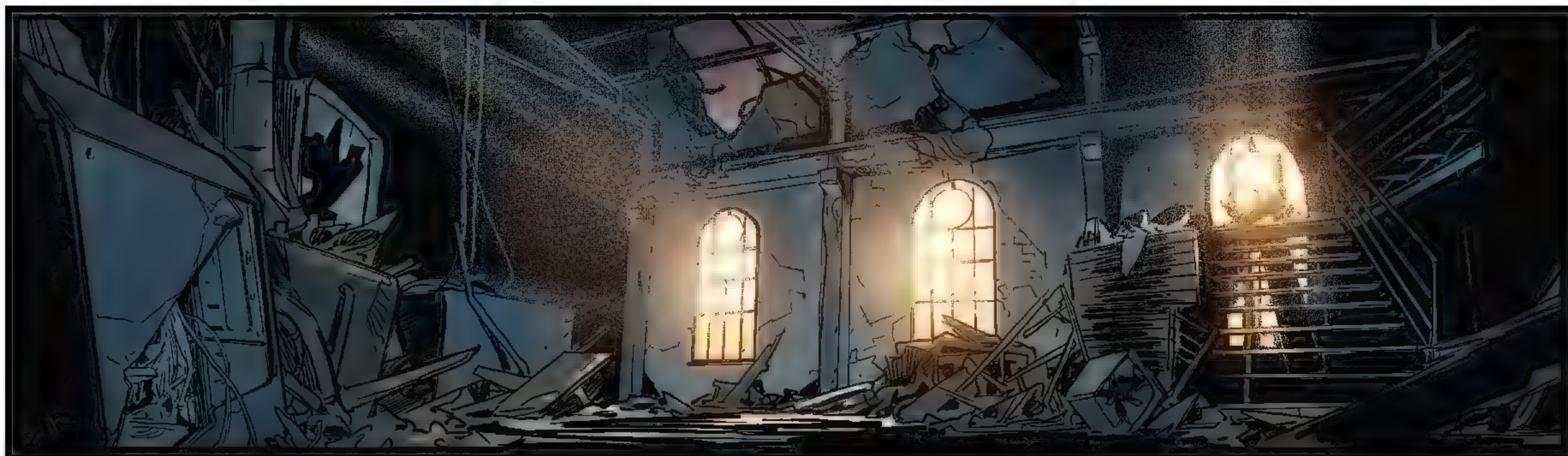
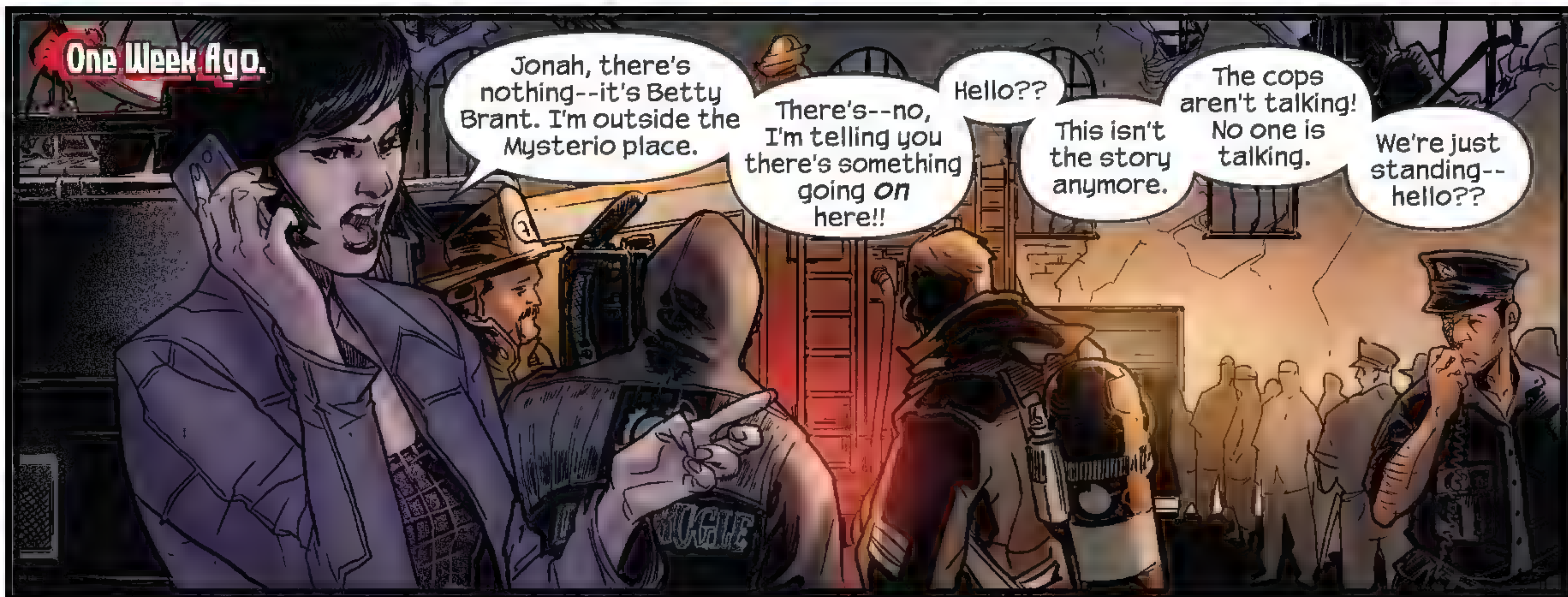
Dude, you're
Iron Man. Who
doesn't
know--?

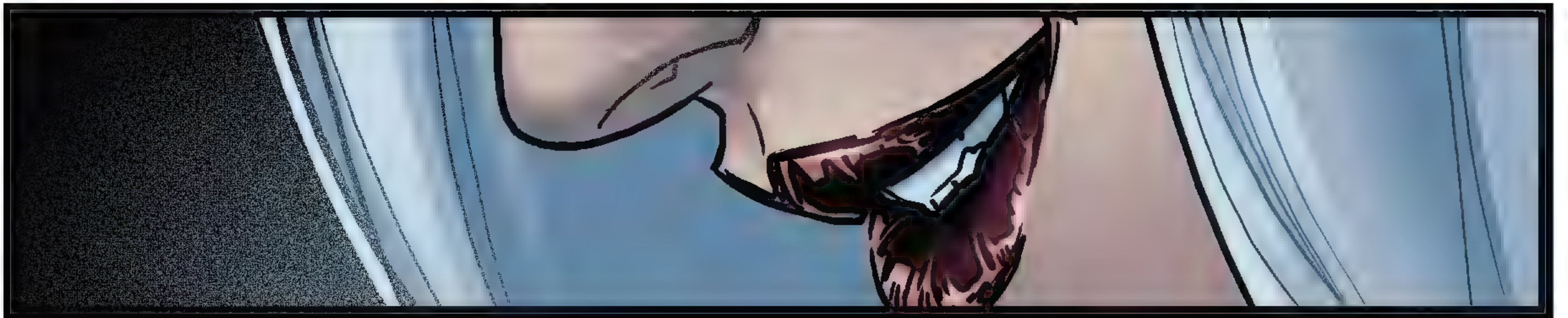
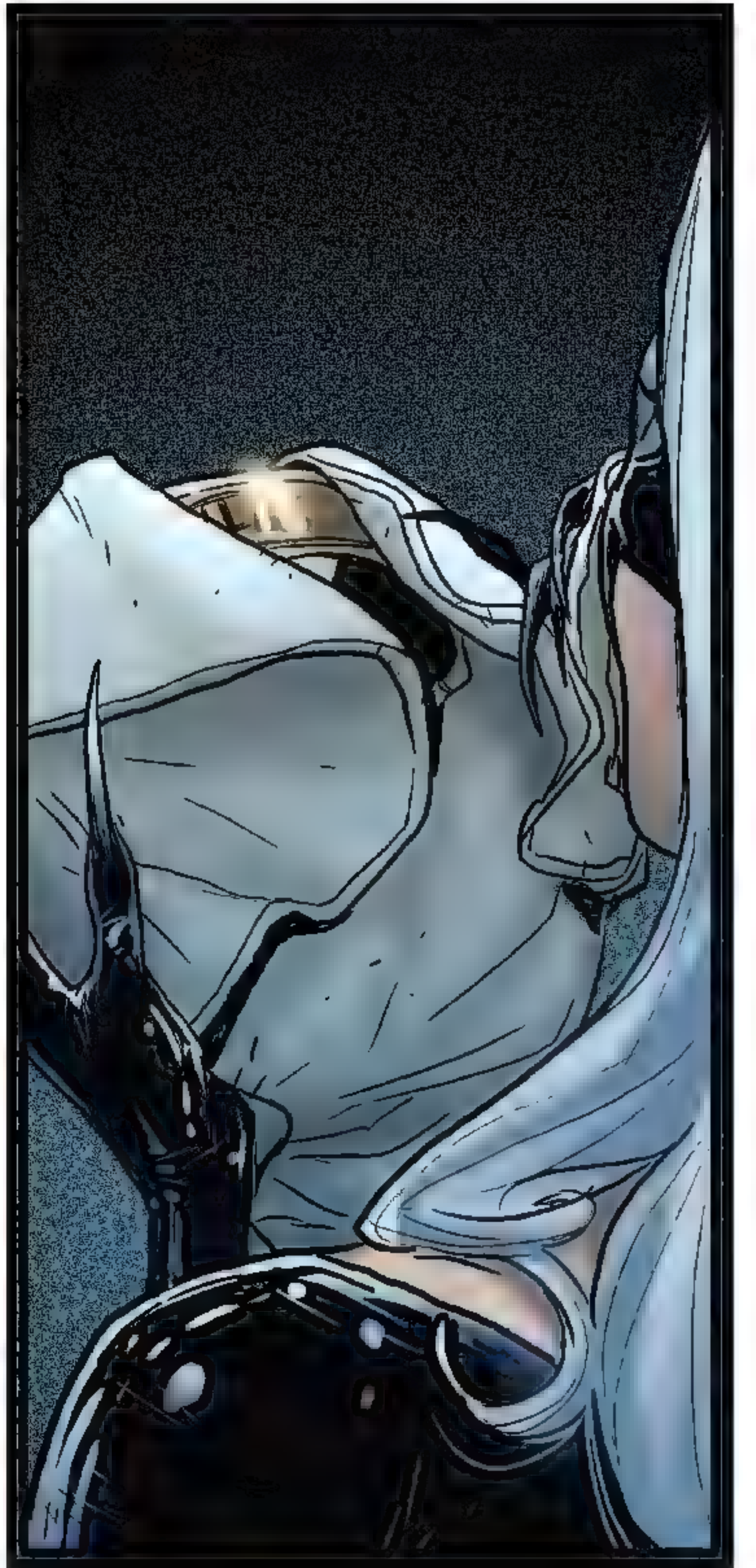
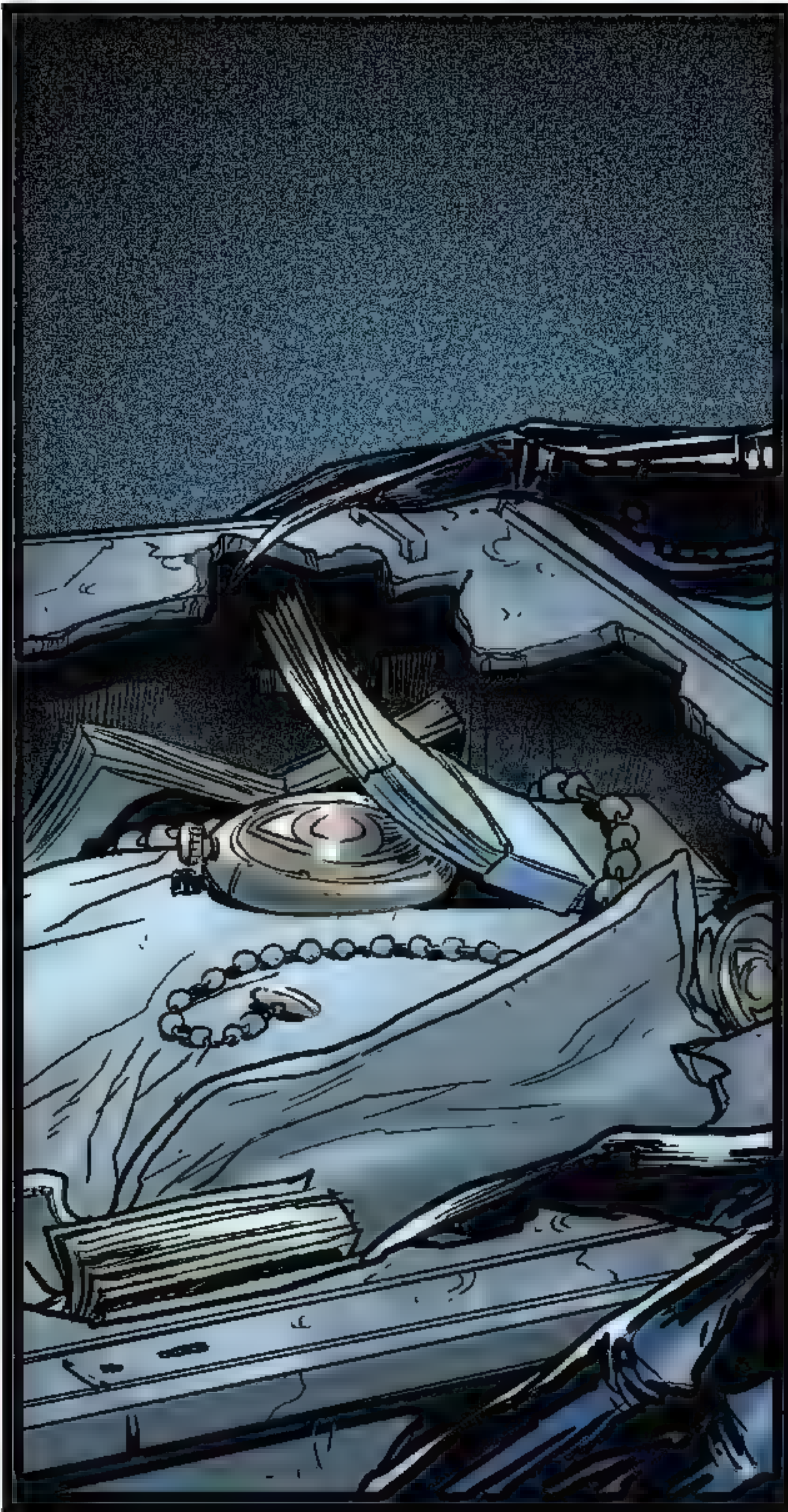
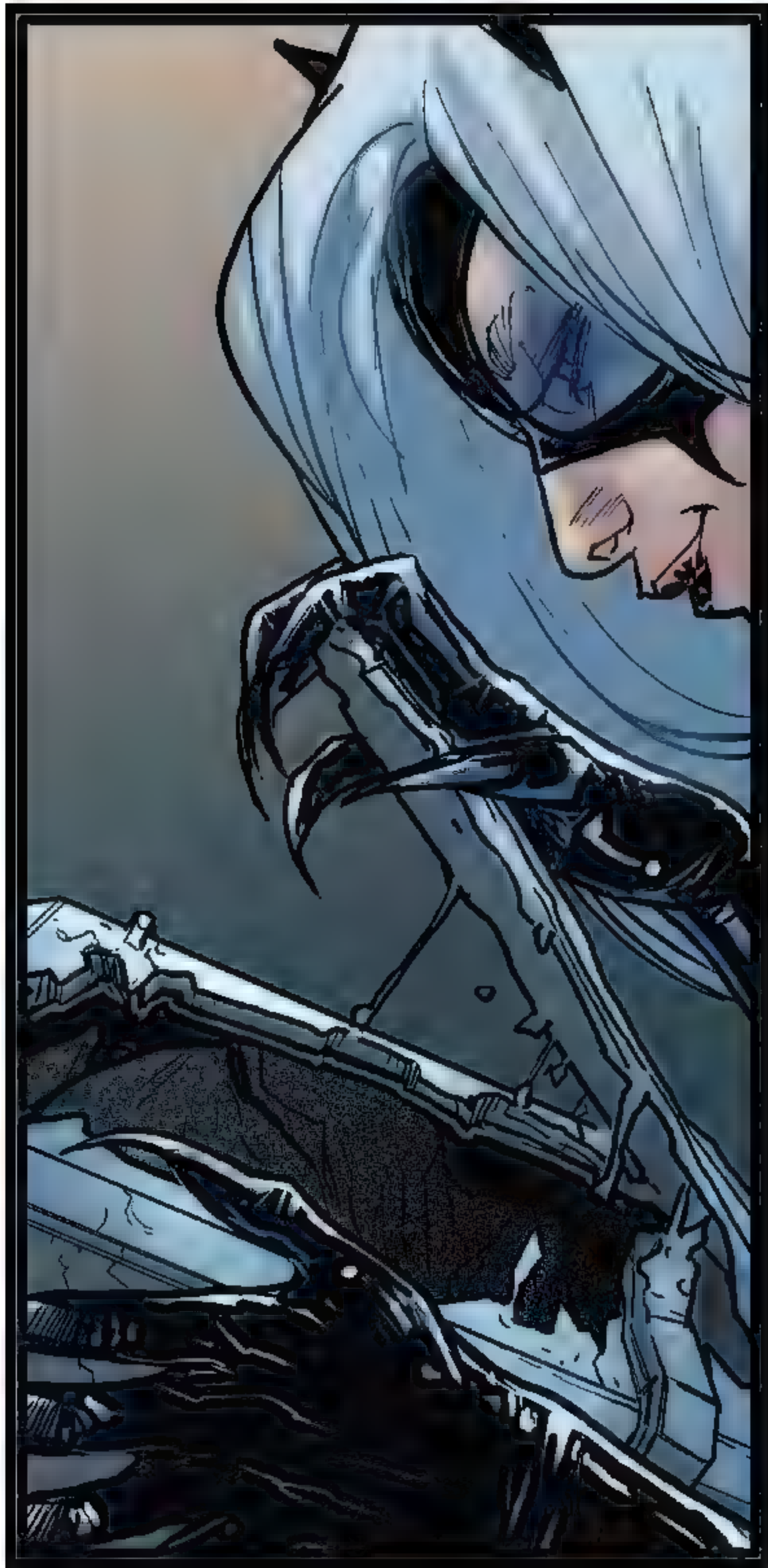
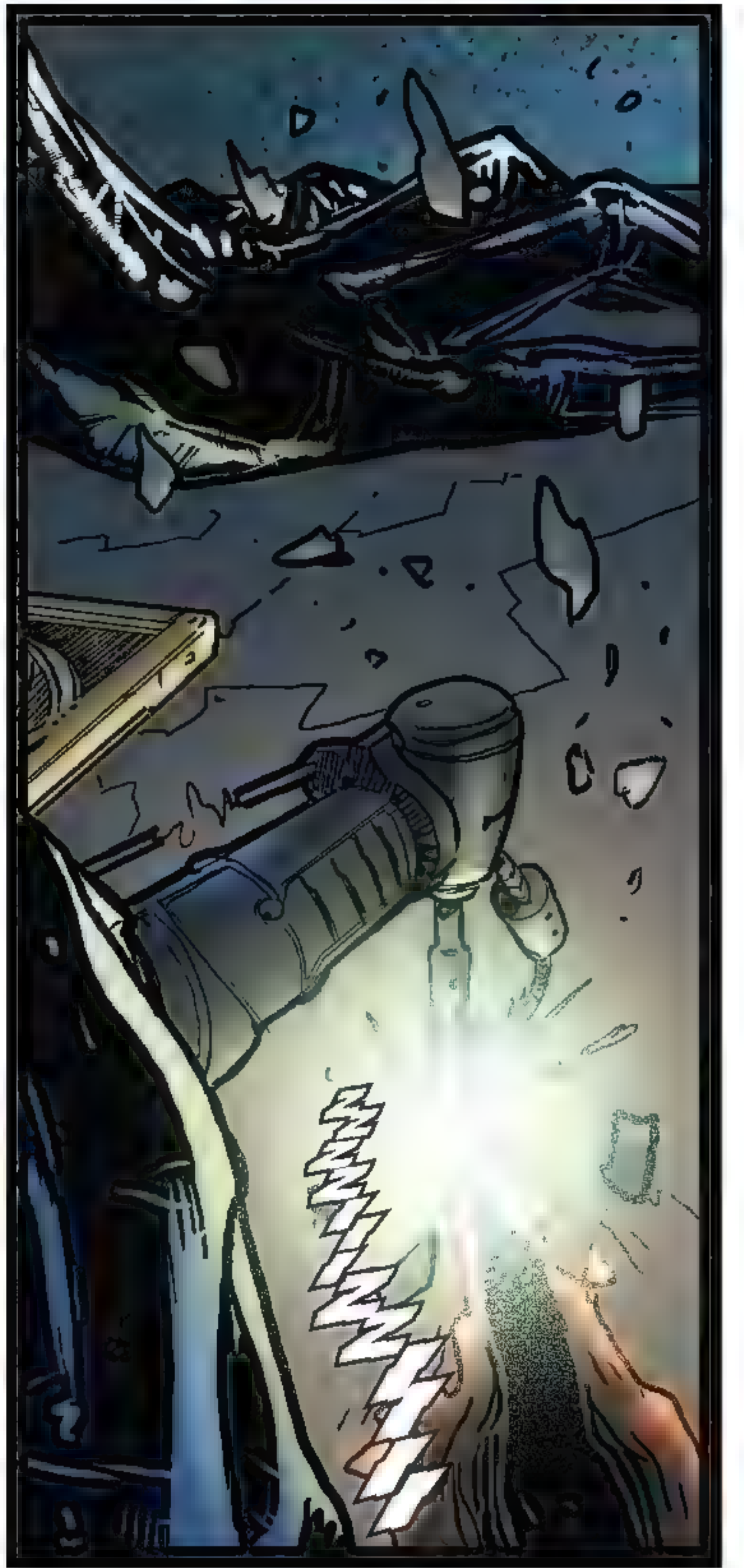
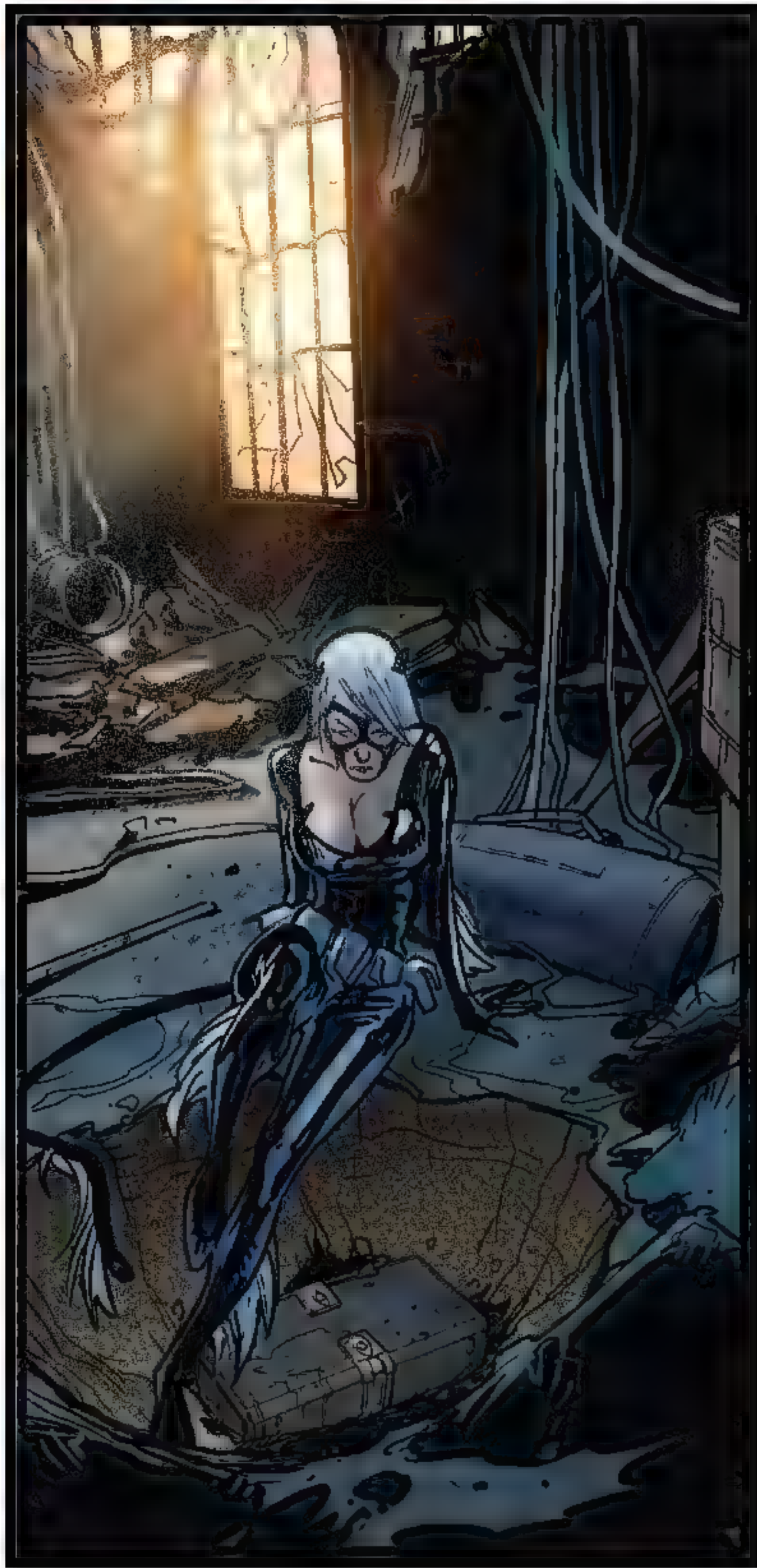
You
have to
go!

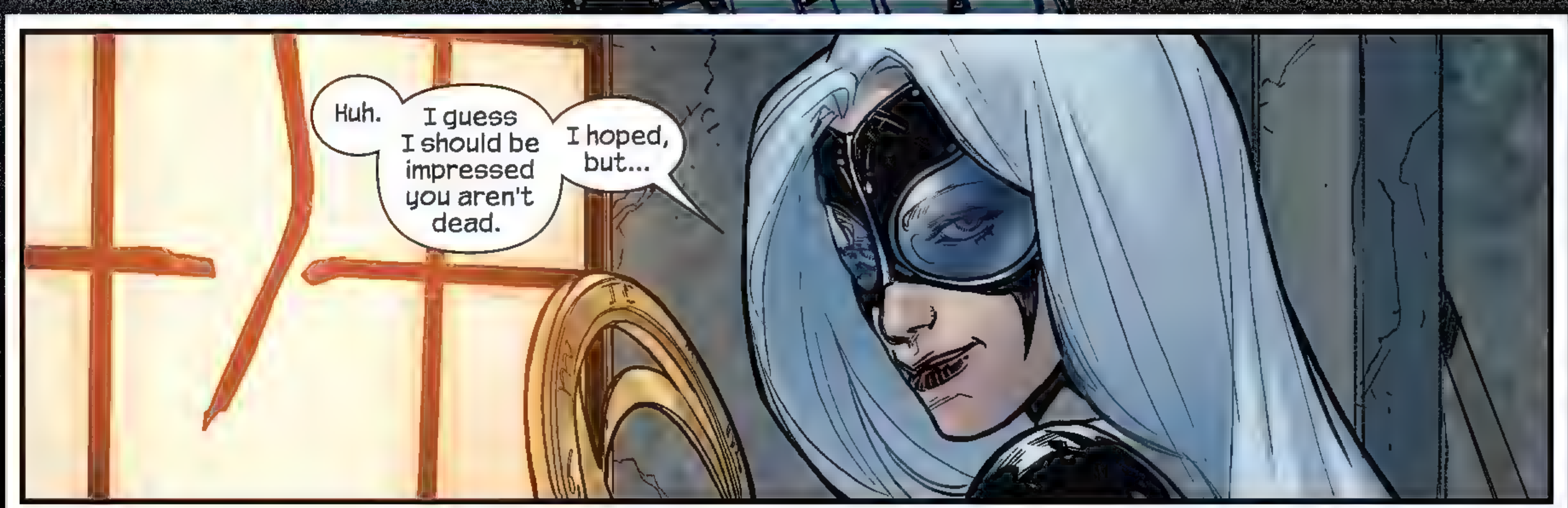
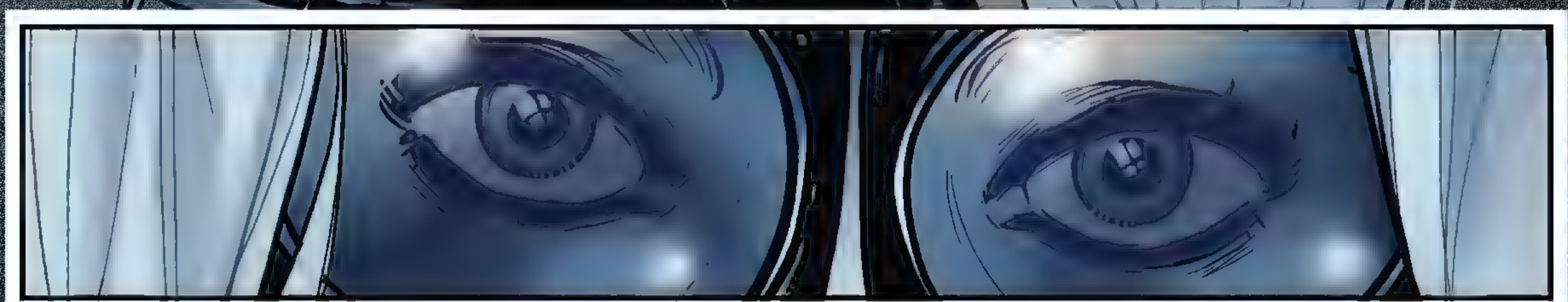
Ho,
man!













Give me the key.

You don't even know what it is.



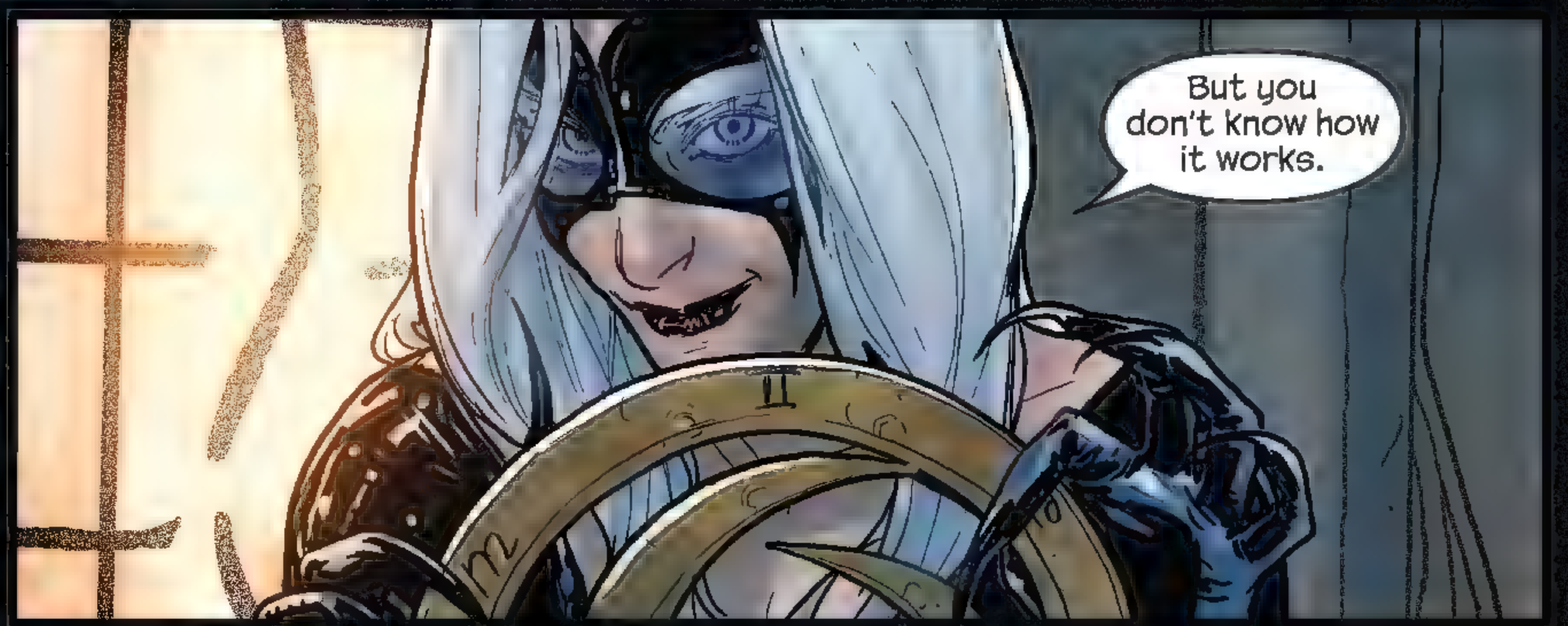
Yes, I do.

It's the **Zodiac Key**.

It's the secret talisman that kept the Kingpin in power over all his men.

Only three **in the world** knew he had it and where he got it and they are all dead.

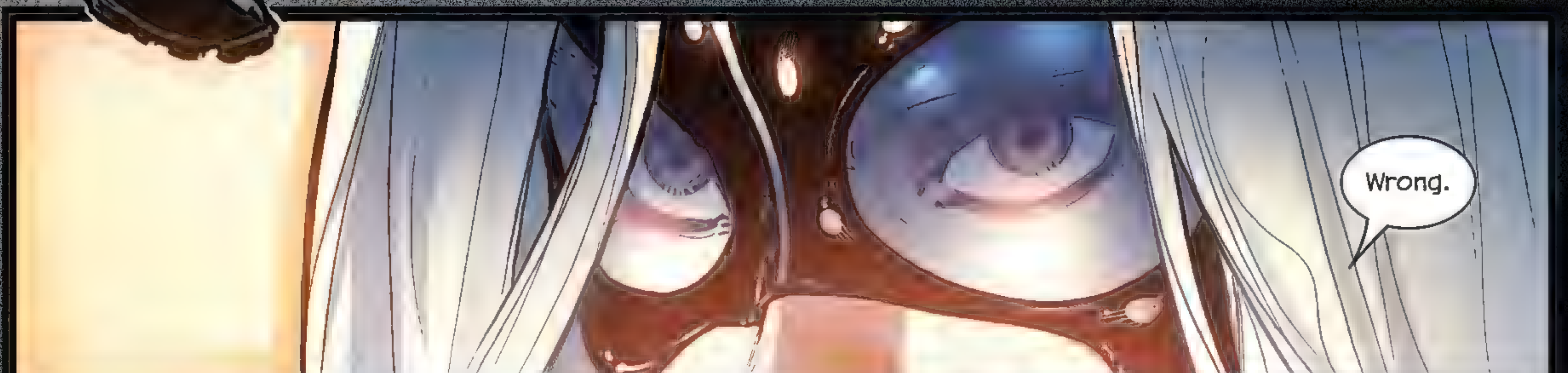
But who you are and how you know...that's a whole 'nuther thing.



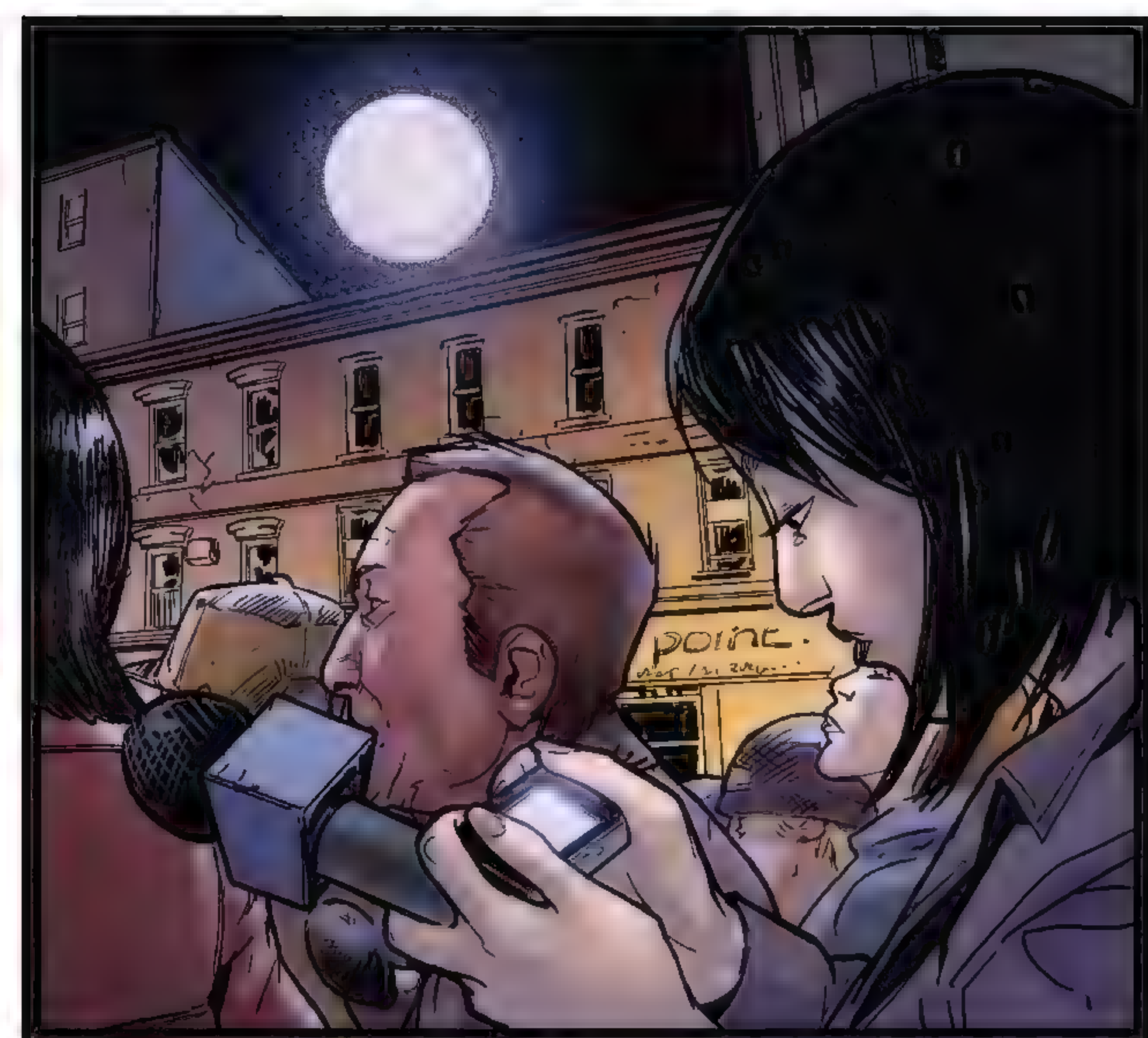
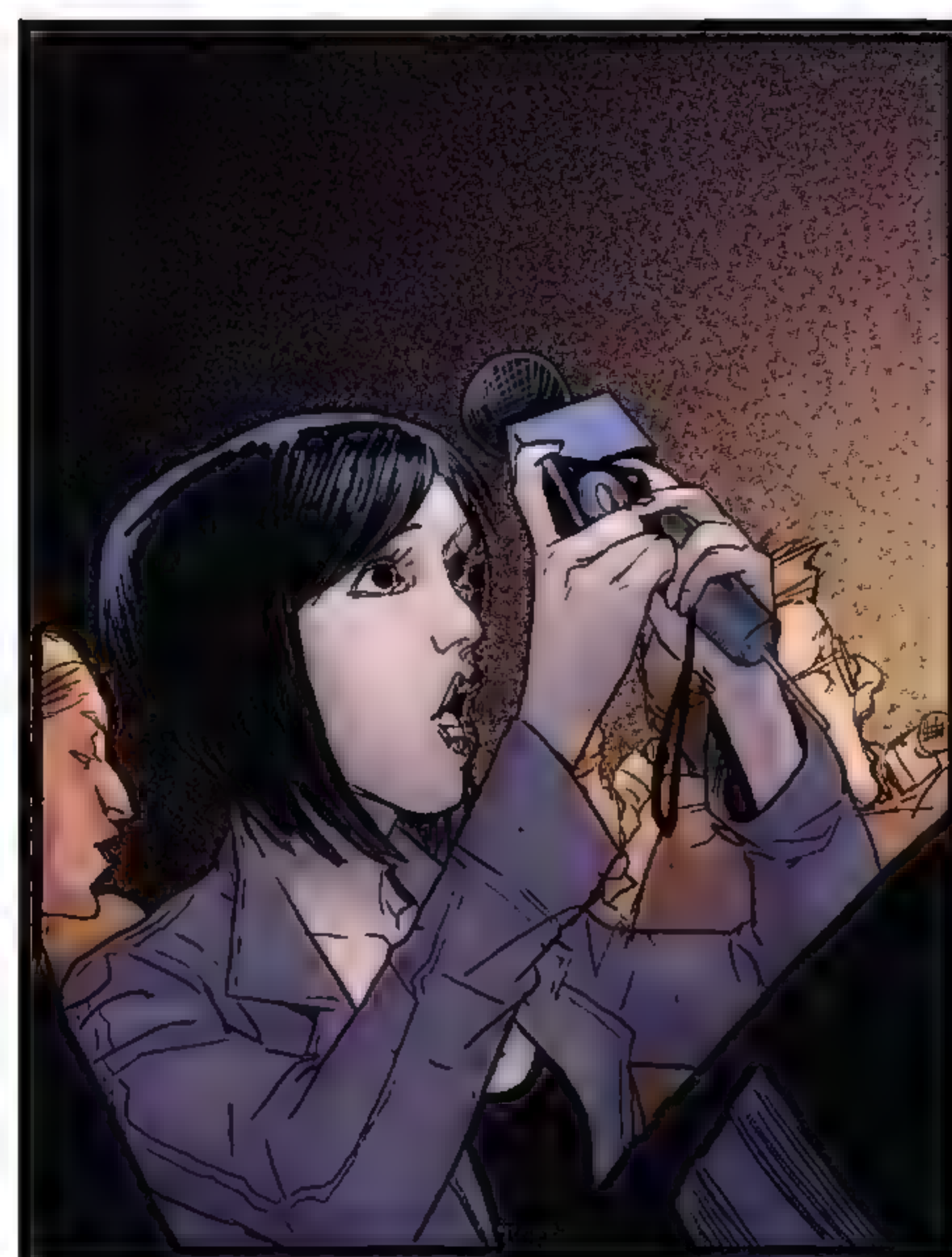
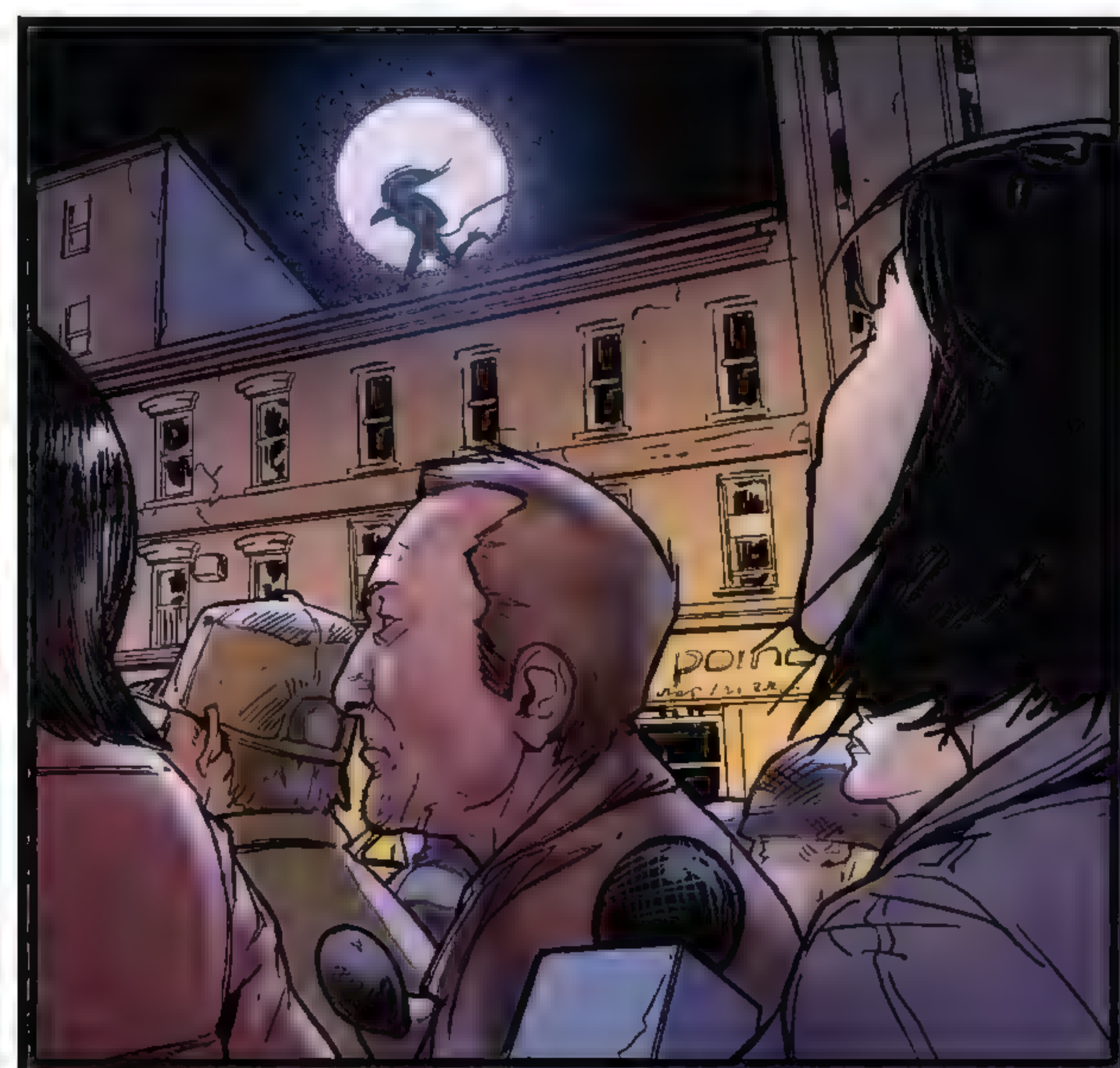
But you don't know how it works.

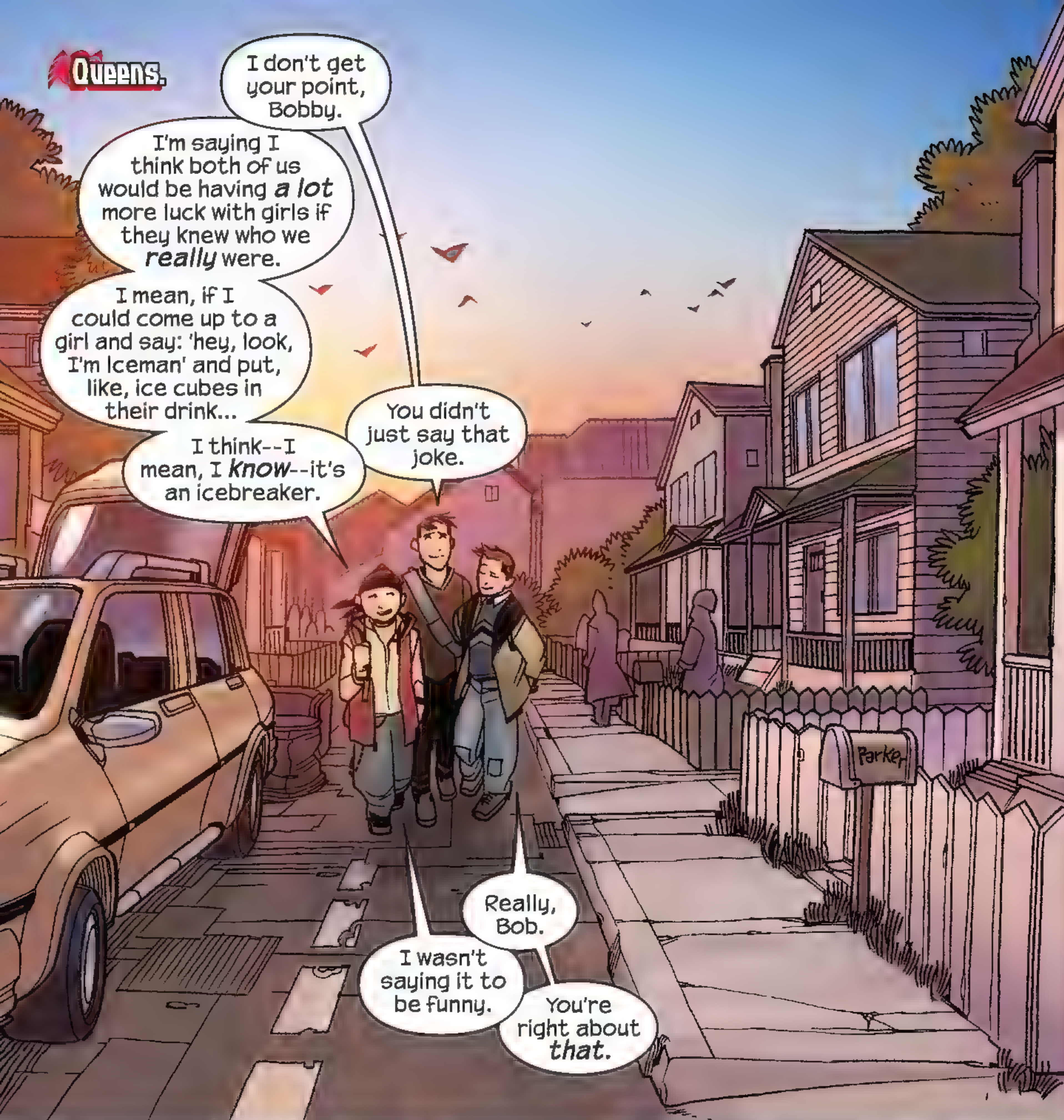


Neither do you.



Wrong.





I don't get your point, Bobby.

I'm saying I think both of us would be having **a lot** more luck with girls if they knew who we **really** were.

I mean, if I could come up to a girl and say: 'hey, look, I'm Iceman' and put, like, ice cubes in their drink...

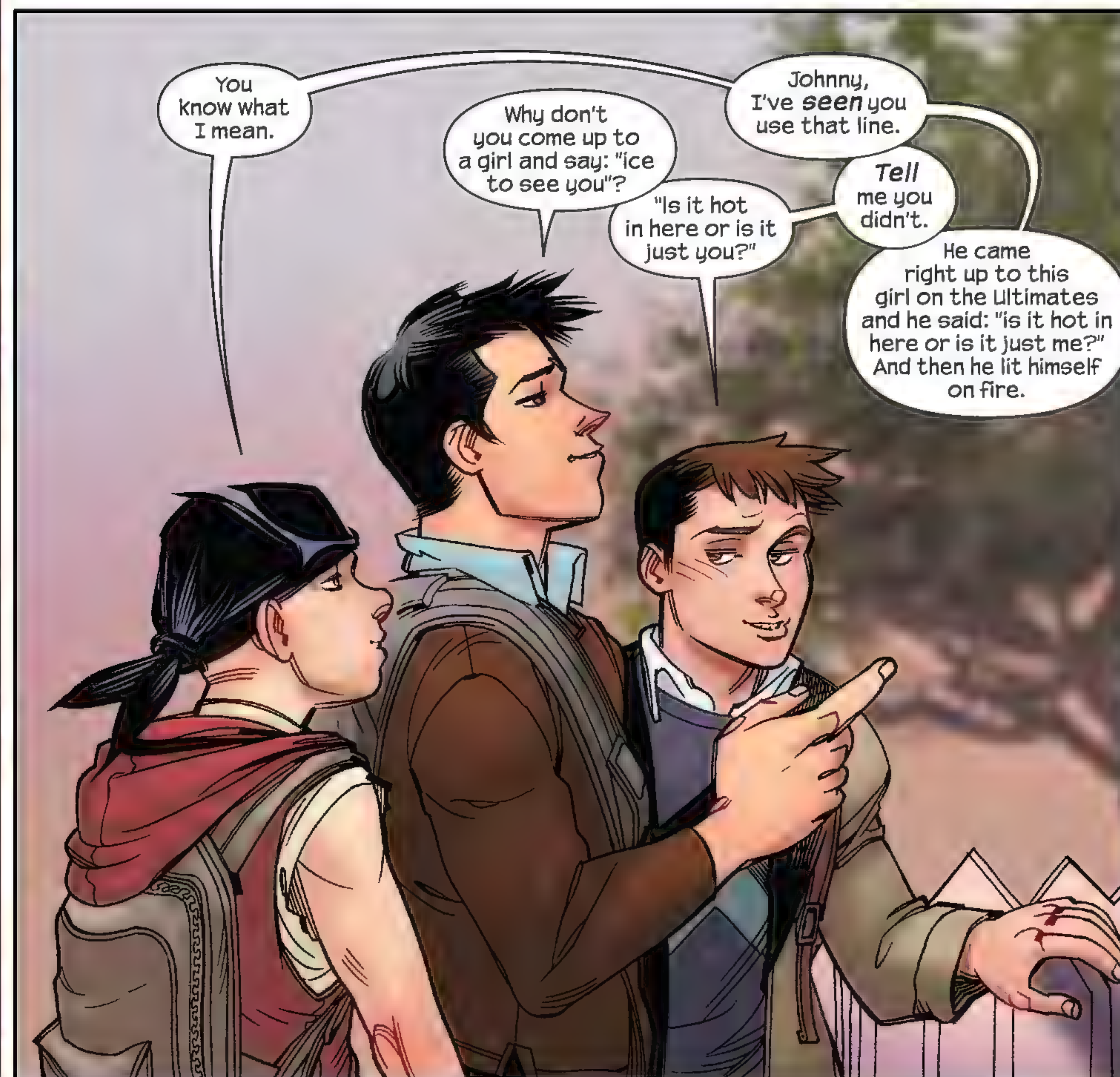
I think--I mean, I **know**--it's an icebreaker.

You didn't just say that joke.

Really, Bob.

I wasn't saying it to be funny.

You're right about that.



You know what I mean.

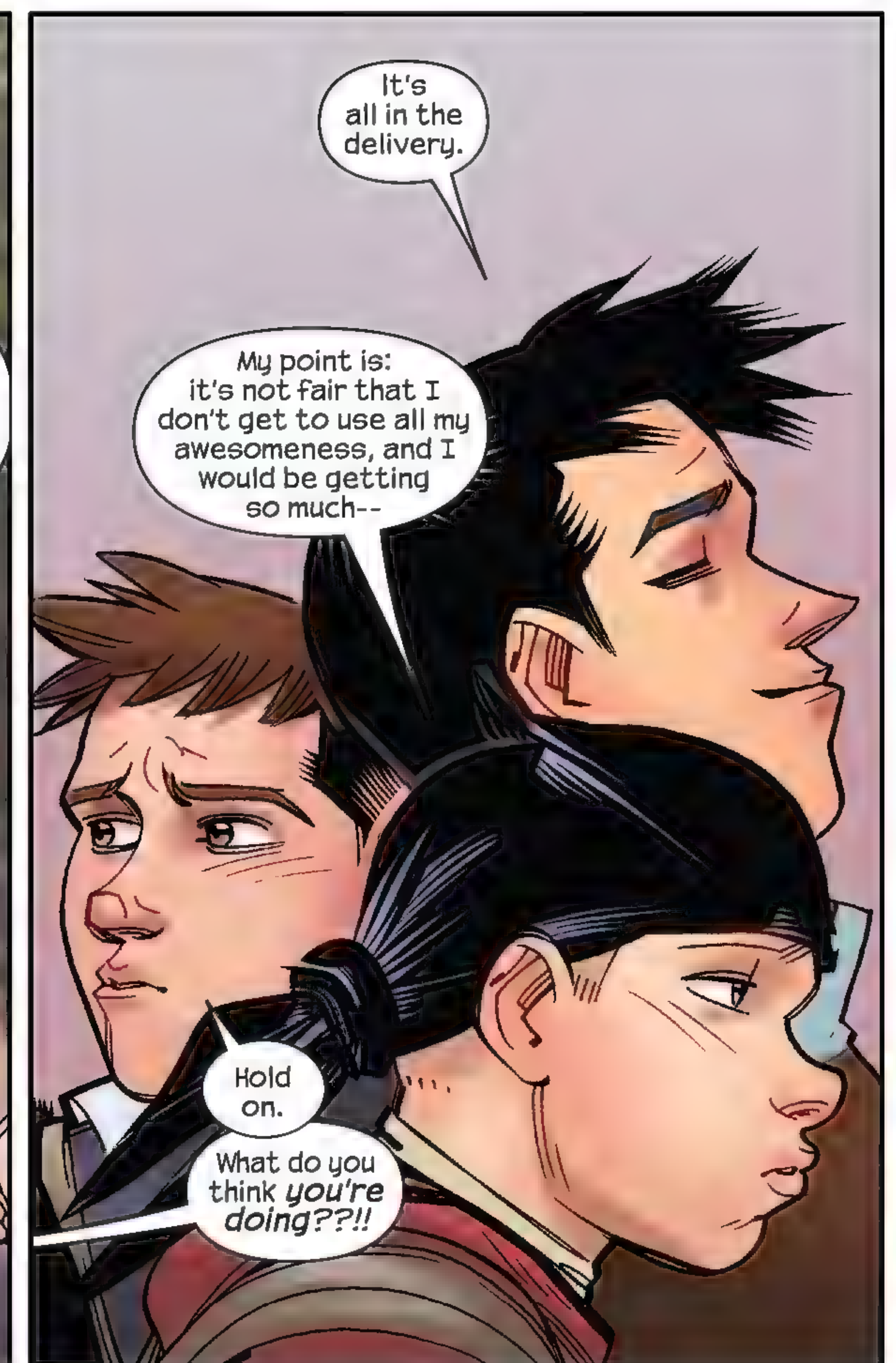
Why don't you come up to a girl and say: "ice to see you"?

"Is it hot in here or is it just you?"

Johnny, I've **seen** you use that line.

Tell me you didn't.

He came right up to this girl on the Ultimates and he said: "is it hot in here or is it just me?" And then he lit himself on fire.



It's all in the delivery.

My point is: it's not fair that I don't get to use all my awesomeness, and I would be getting so much--

Hold on.

What do you think **you're** doing??!!



I am **out** of here!!

I **told** you--I told you if I saw **one more** super hero--if I saw one more thing fly the hell over my head, I was moving **out** of the city!!!

So you're leaving me??!!



You are more than welcome to come with me!! But if you want to live with me, you can't live here!!

We'll **sell** the house!

We own the house!!

It's not my fault Iron Man flew down here and asked for directions--

I'm not blaming you, but I am leaving!!



Iron Man.

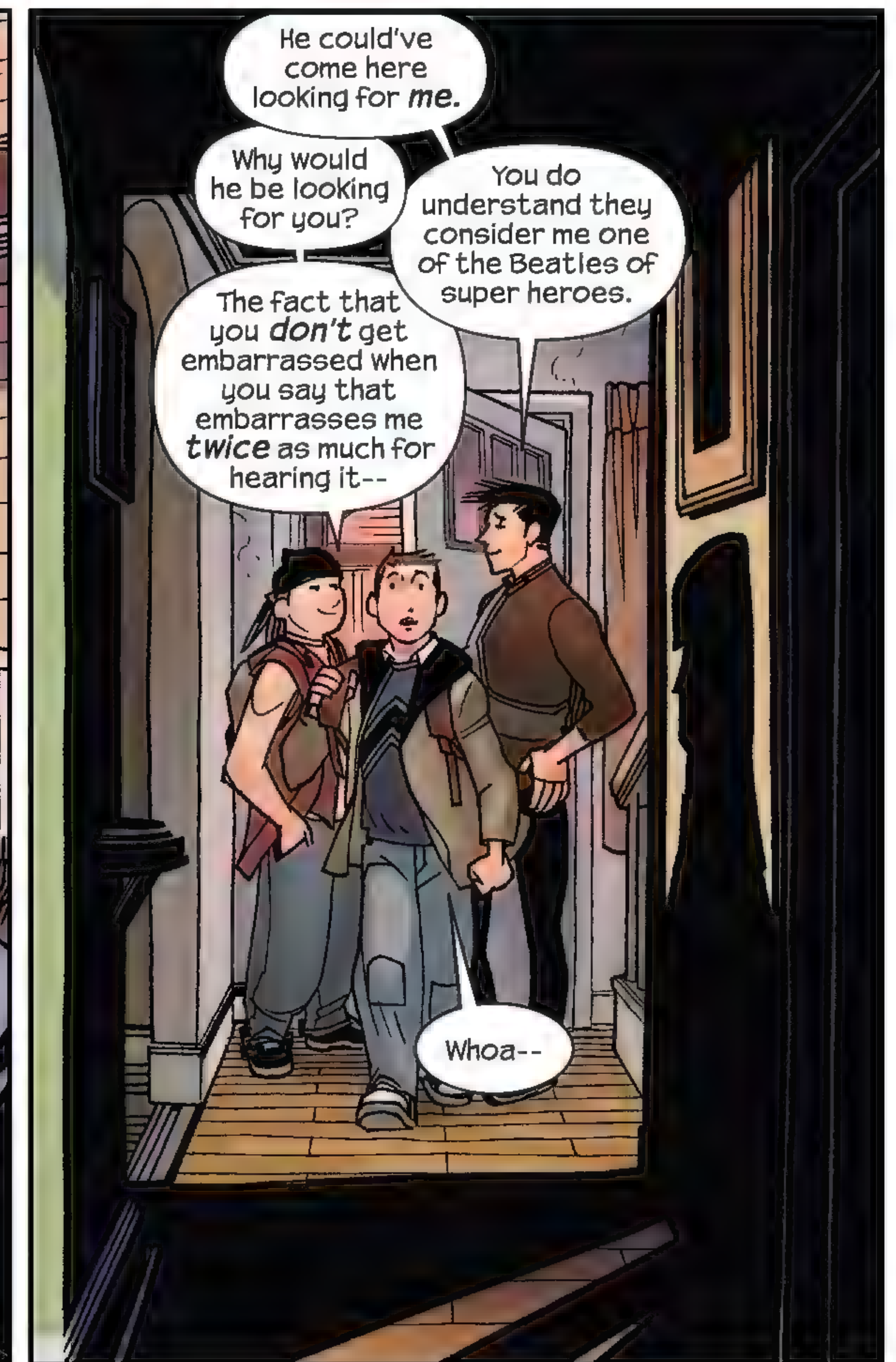
He just said Iron Man was here.

It doesn't mean he came to your front door.

Oh my God.

Does he know where you live?

Let's get inside.



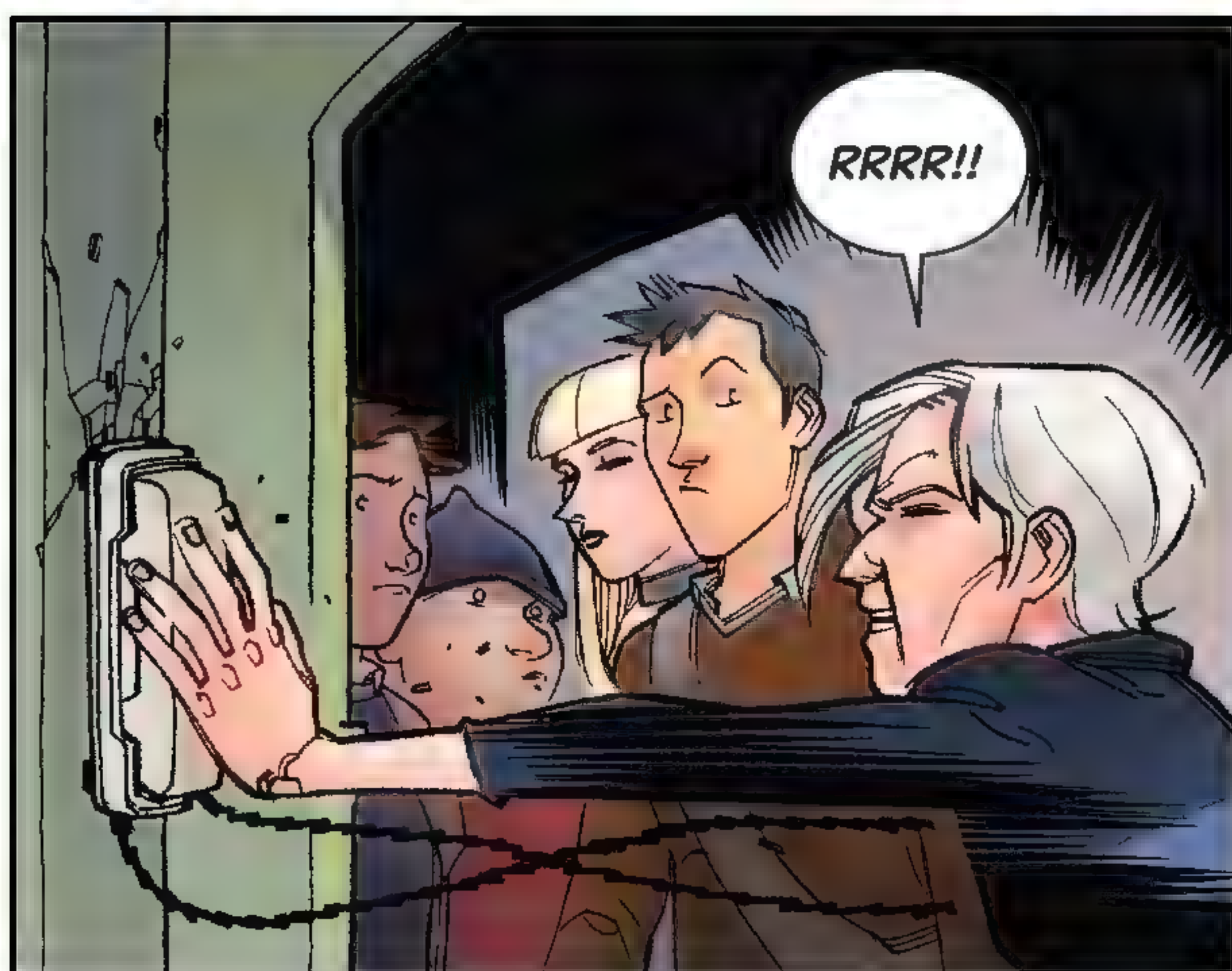
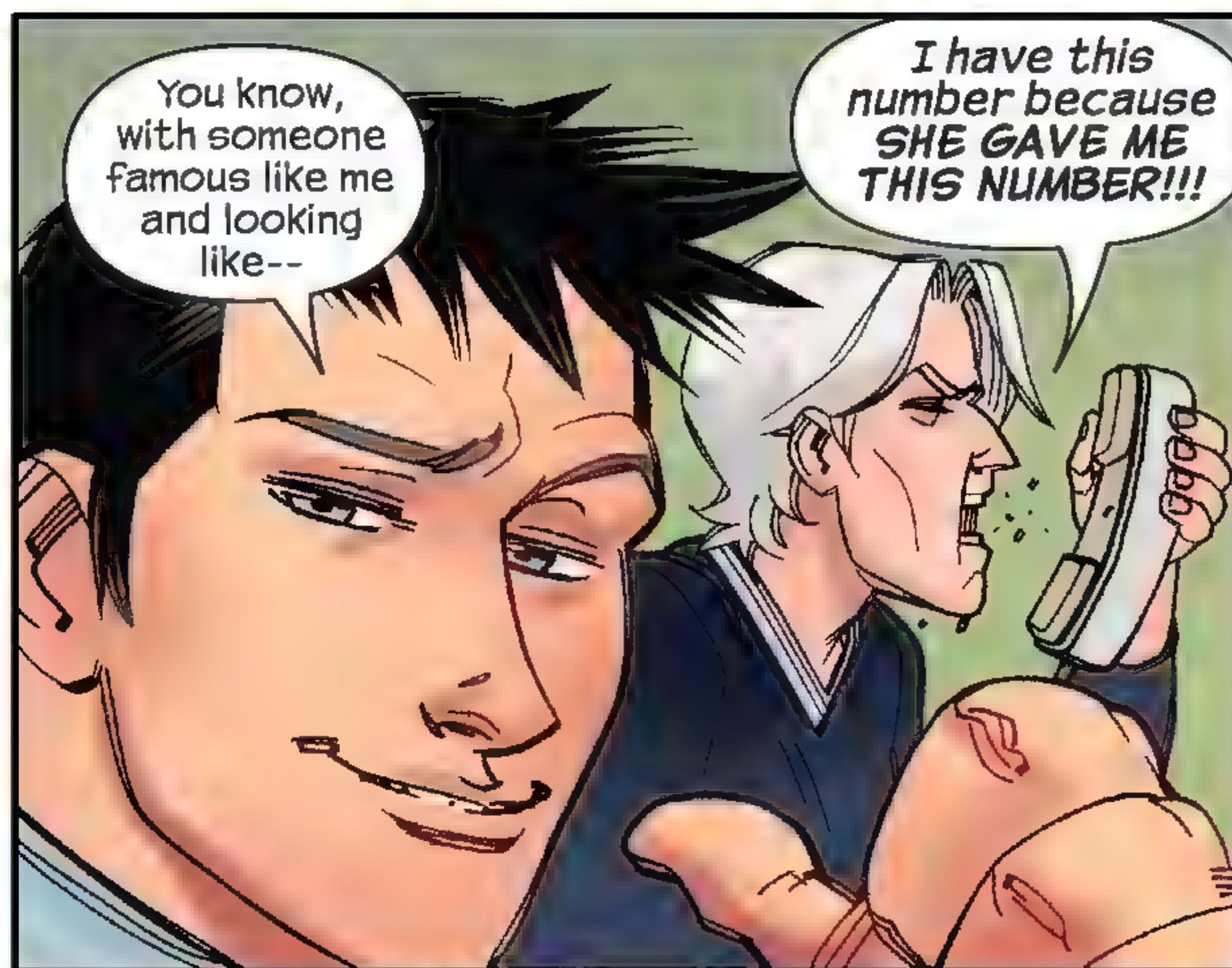
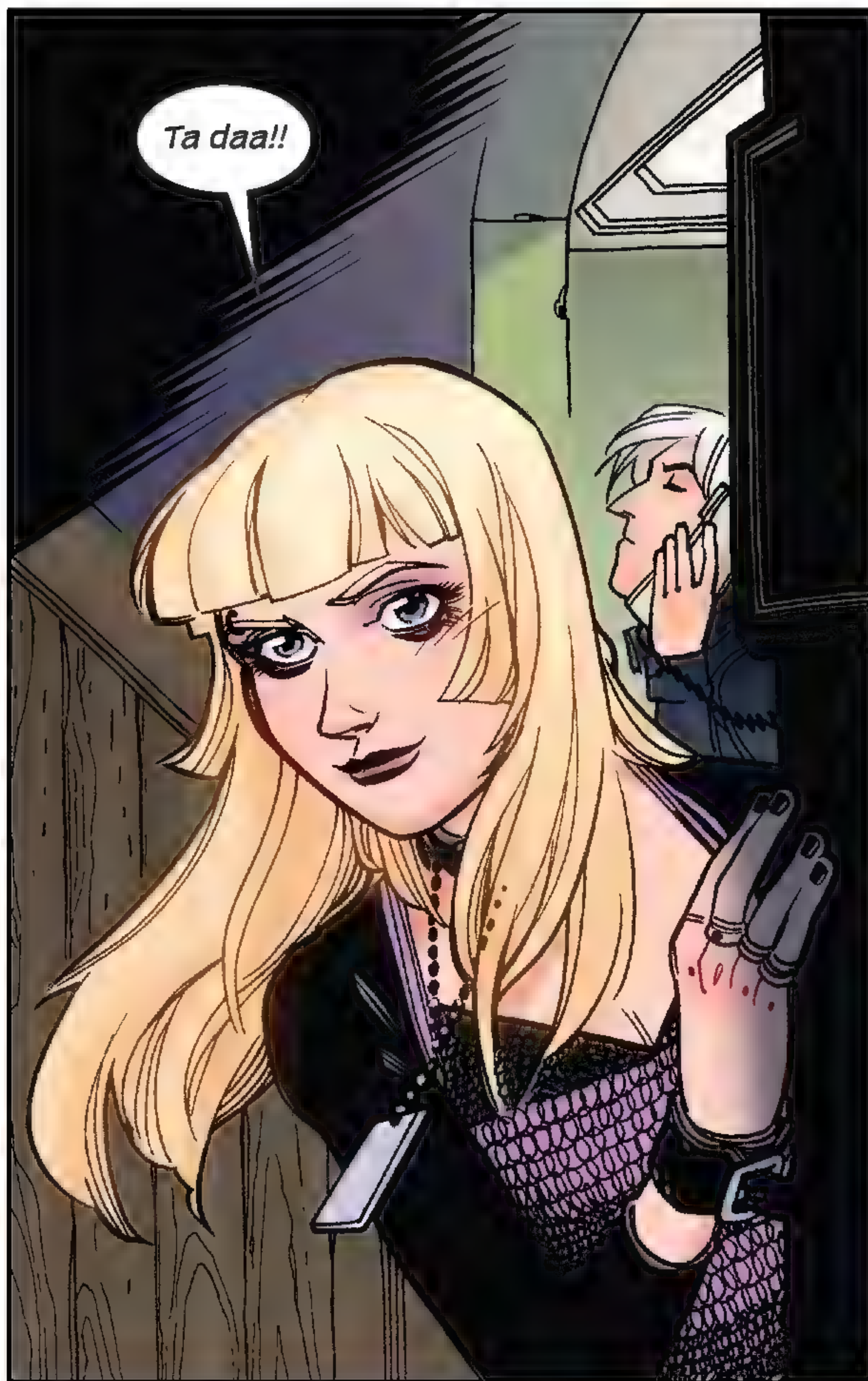
He could've come here looking for **me**.

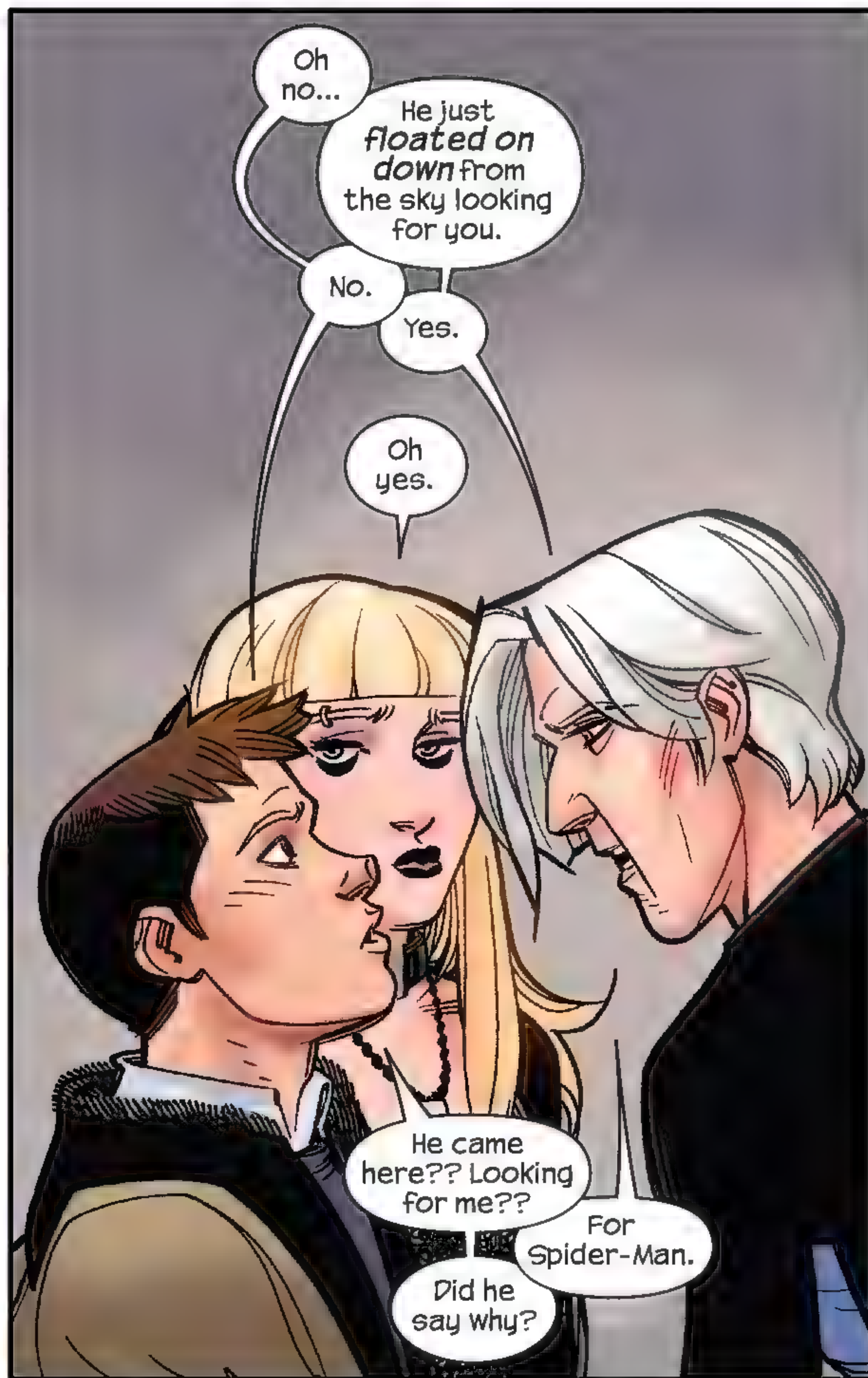
Why would he be looking for you?

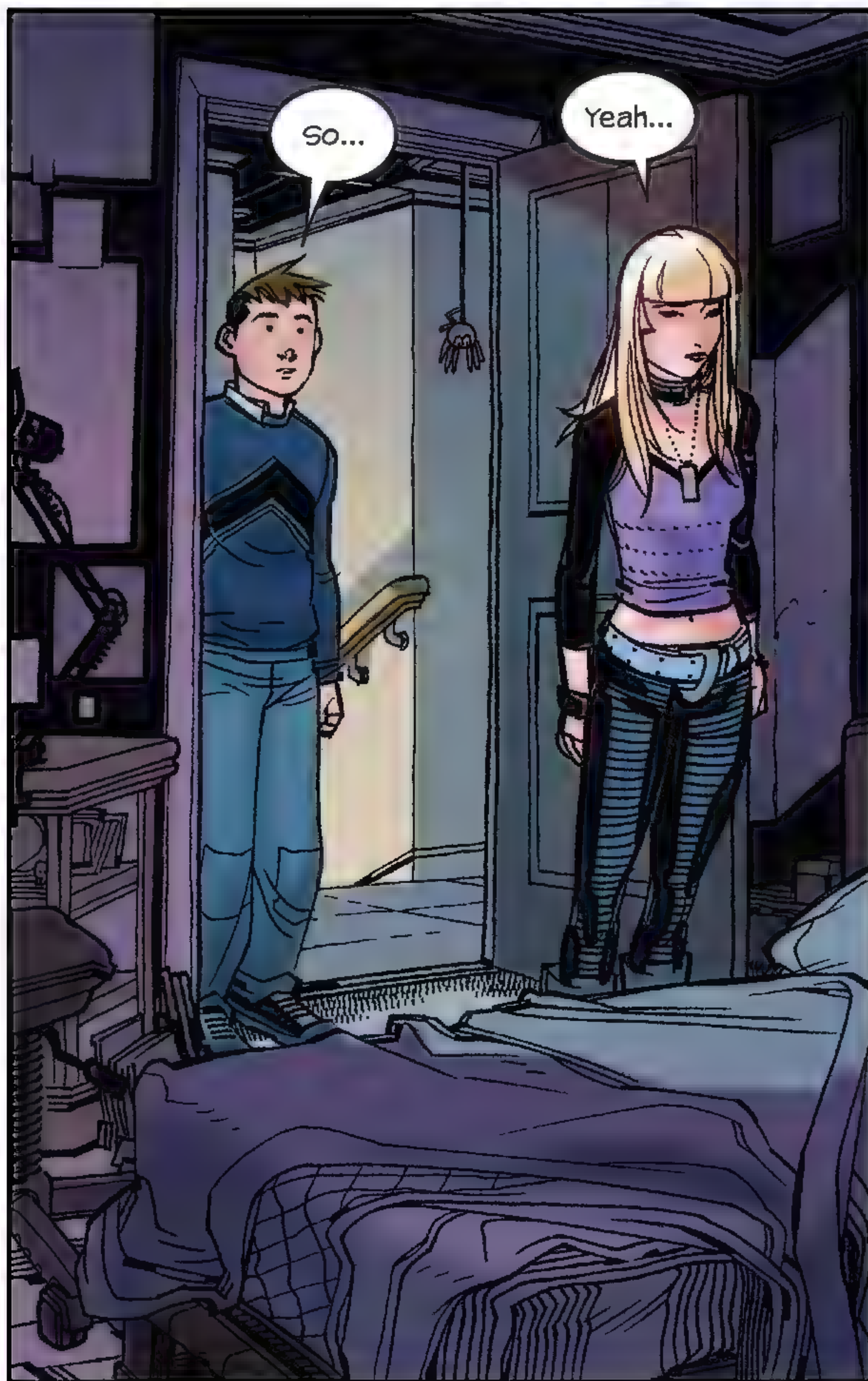
You do understand they consider me one of the Beatles of super heroes.

The fact that you **don't** get embarrassed when you say that embarrasses me **twice** as much for hearing it--

Whoa--





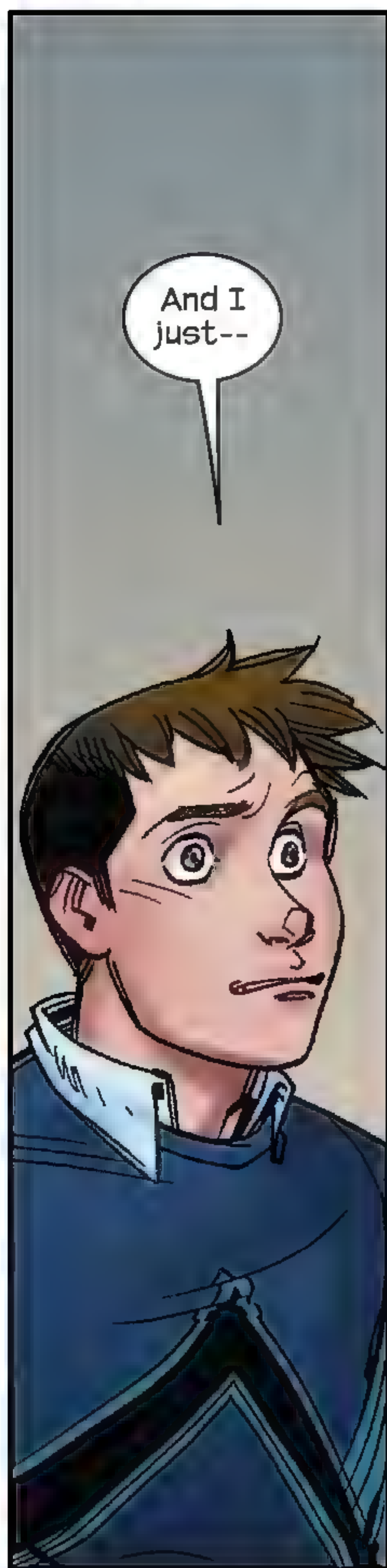


So...

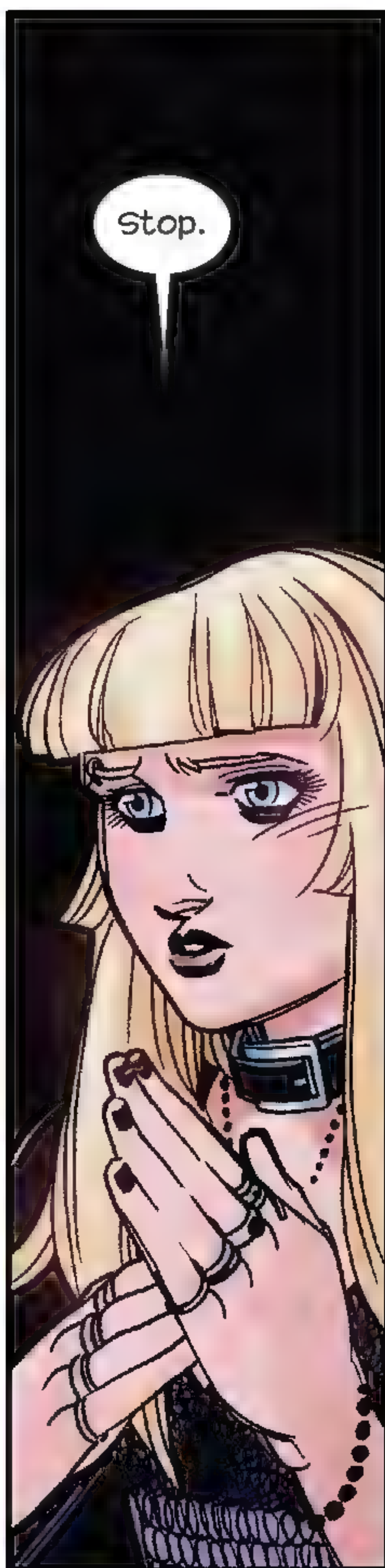
Yeah...

It *killed* me that you left. It killed me. I was trying to find the right words to say to you--I was trying to find the *courage* to talk to you and I just didn't know how or why or what to say to you about *any* of the stuff that's gone on. I was *so* scared you left for good. I mean, I know you're mad at me. You have all the right in the world to be mad at me. But you leaving here... that was the worst.

Stop.



And I just--



Stop.



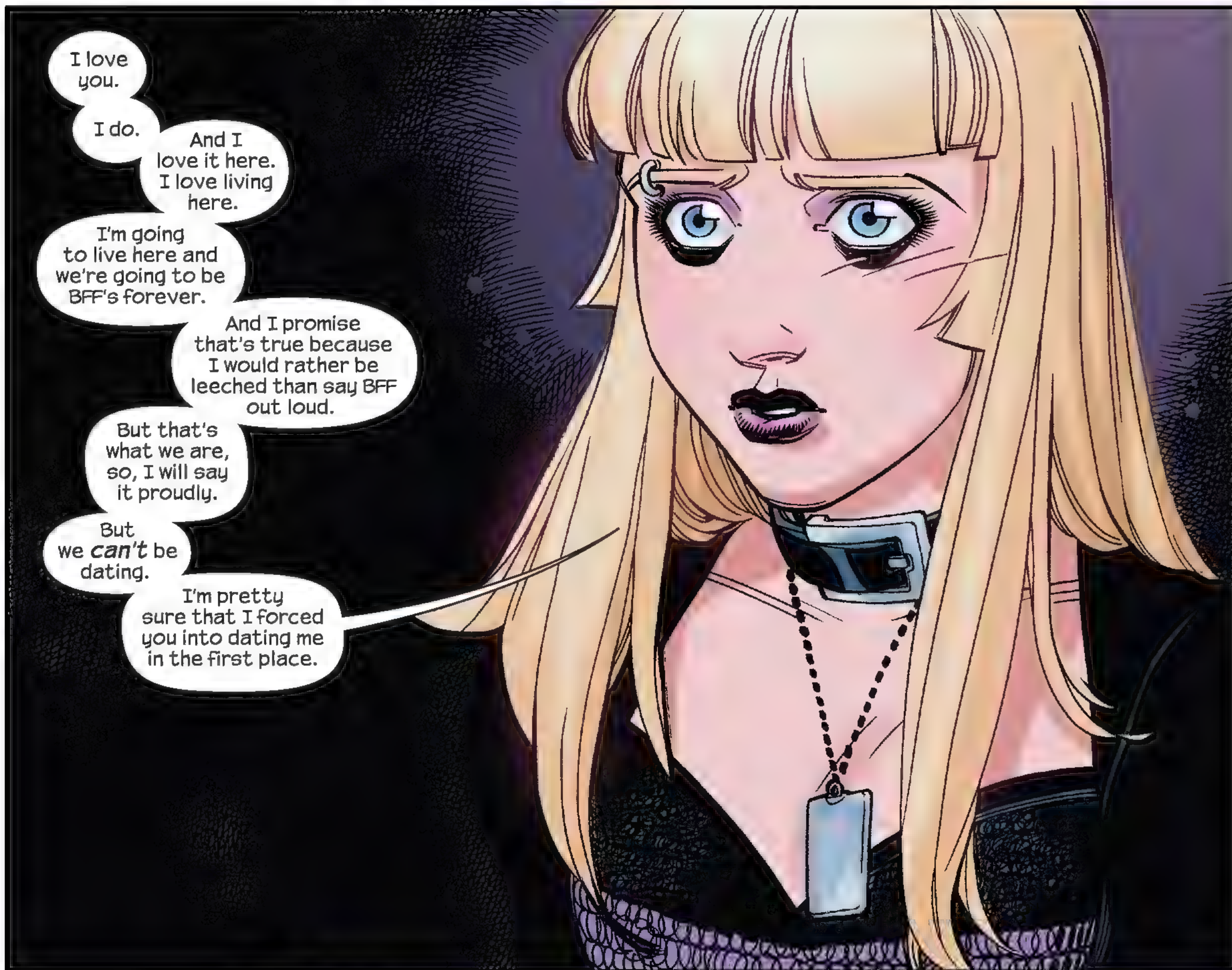
I'm not mad at you.

I love you too.

But...

We're broken up.





I love you.

I do.

And I love it here. I love living here.

I'm going to live here and we're going to be BFF's forever.

And I promise that's true because I would rather be leeches than say BFF out loud.

But that's what we are, so, I will say it proudly.

But we *can't* be dating.

I'm pretty sure that I forced you into dating me in the first place.



That's not--

I want to go back to the way things were.

I want to be in your life and I want everything to go back the way it was.

Just for right now. Let me adjust.

But I need you to do me a favor... for now, when you start dating Mary Jane again, try not to do it in *front* of me.

When I start dating someone else you can do whatever you want...

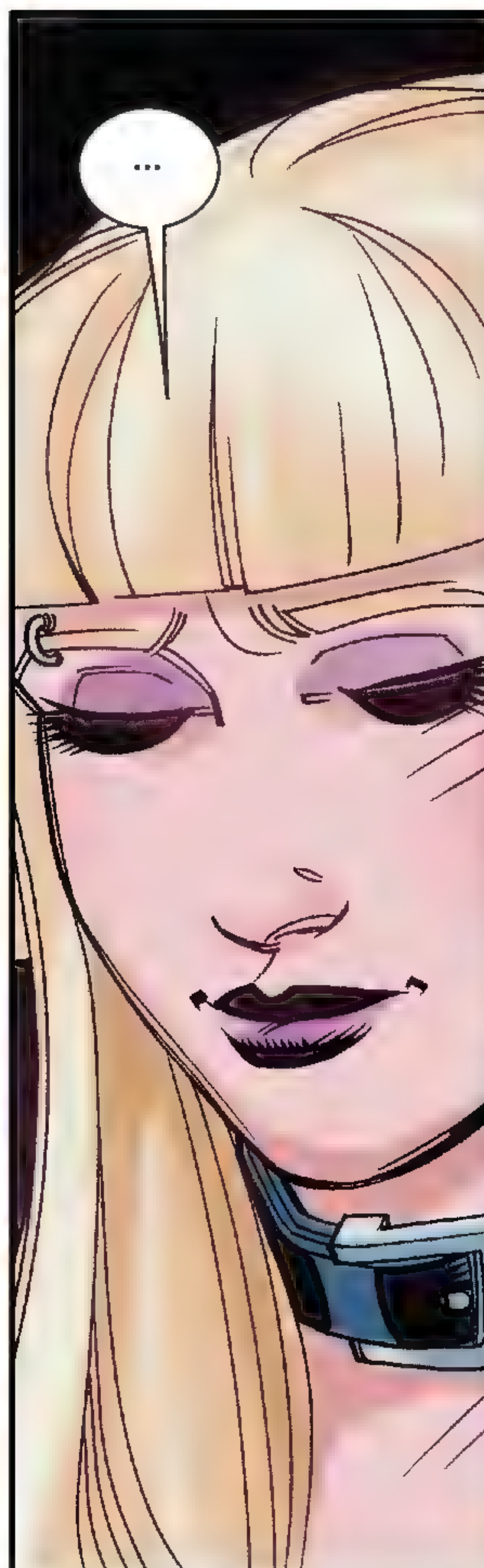
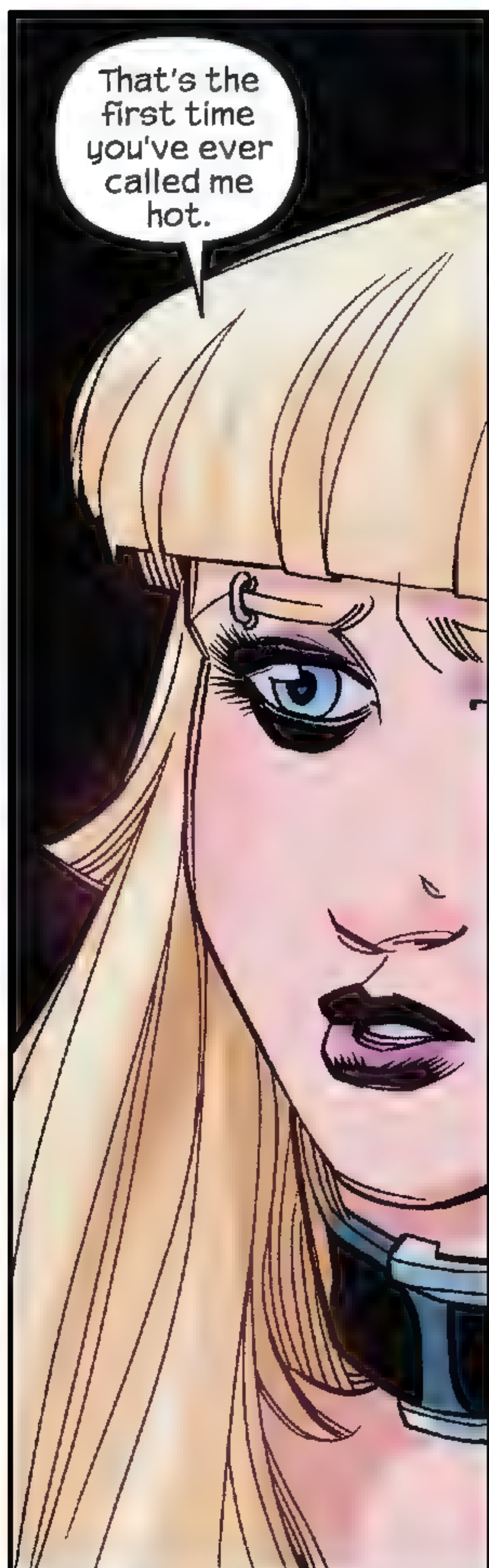
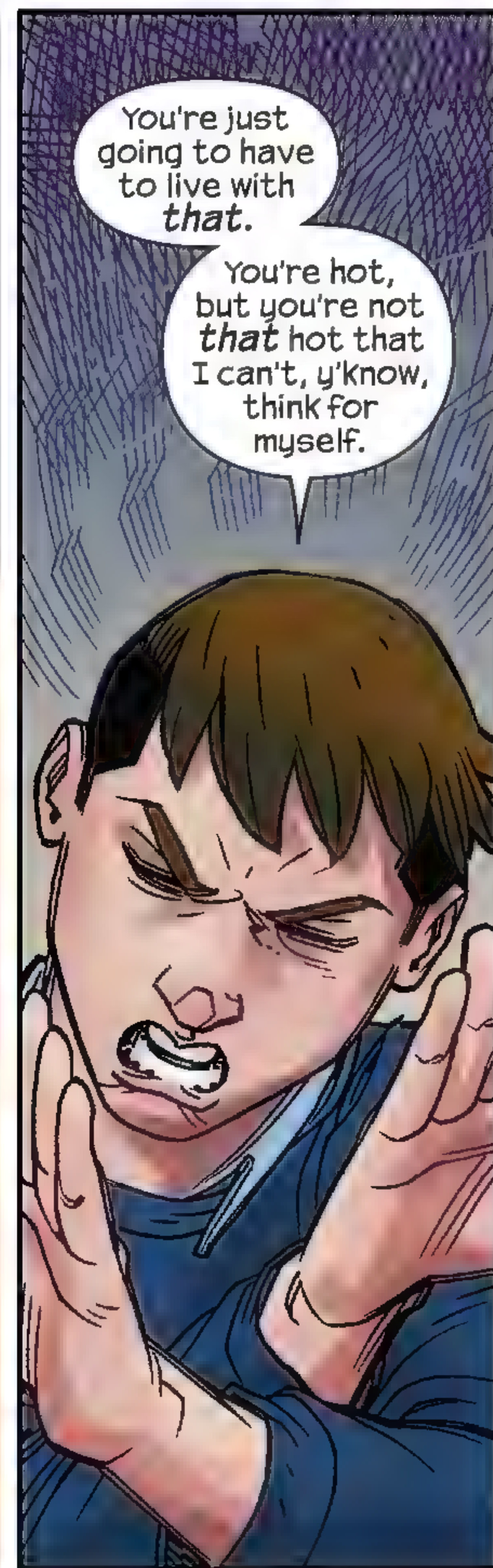
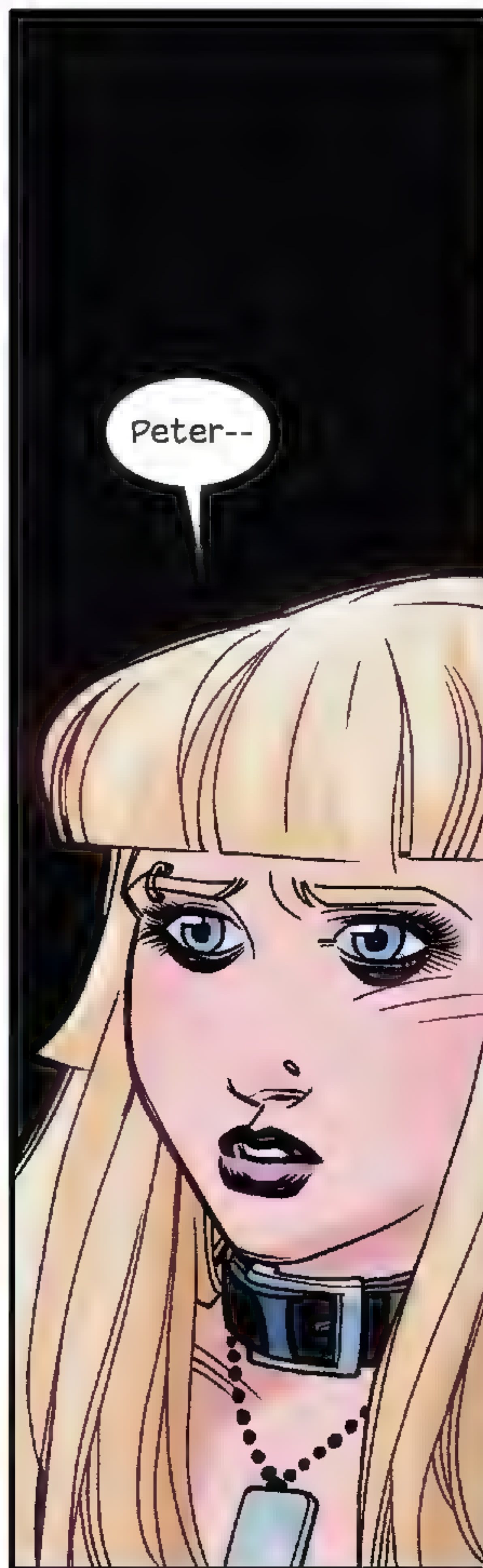
Then I will be able to handle it, but right now just do me a favor and keep it out of my nose.

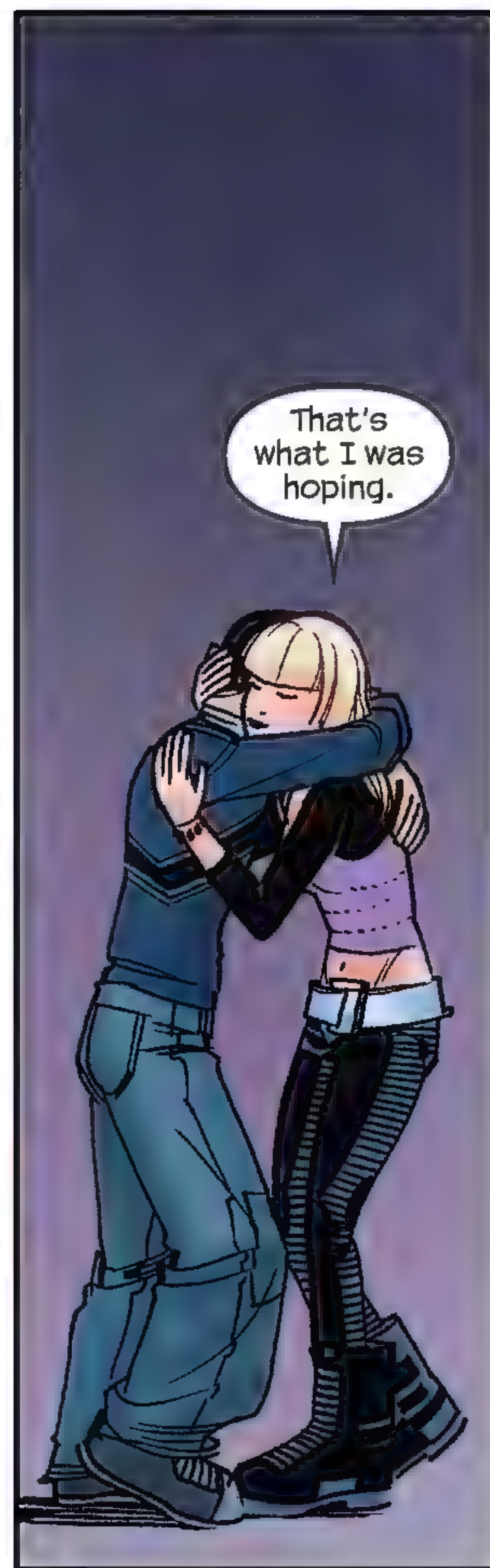
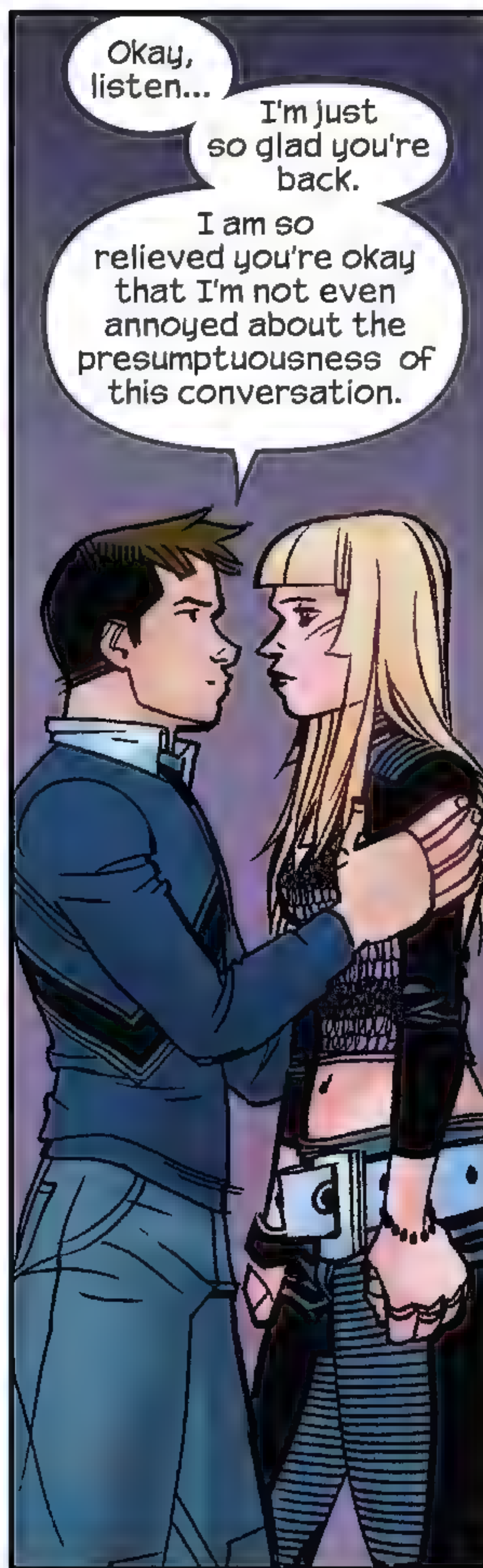
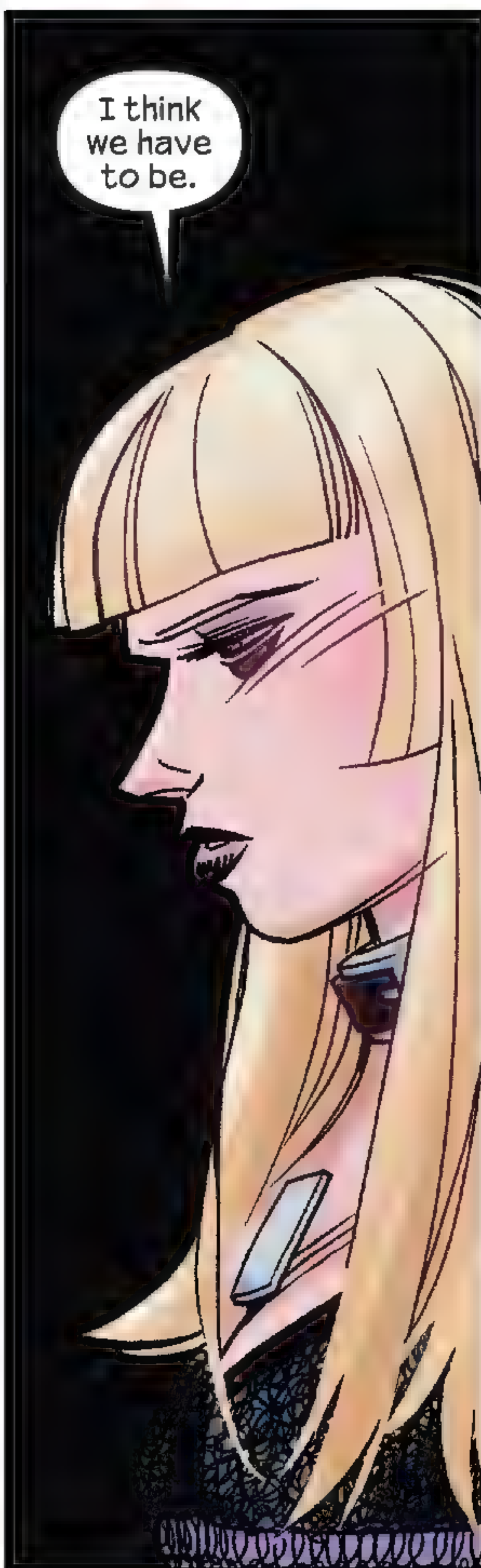
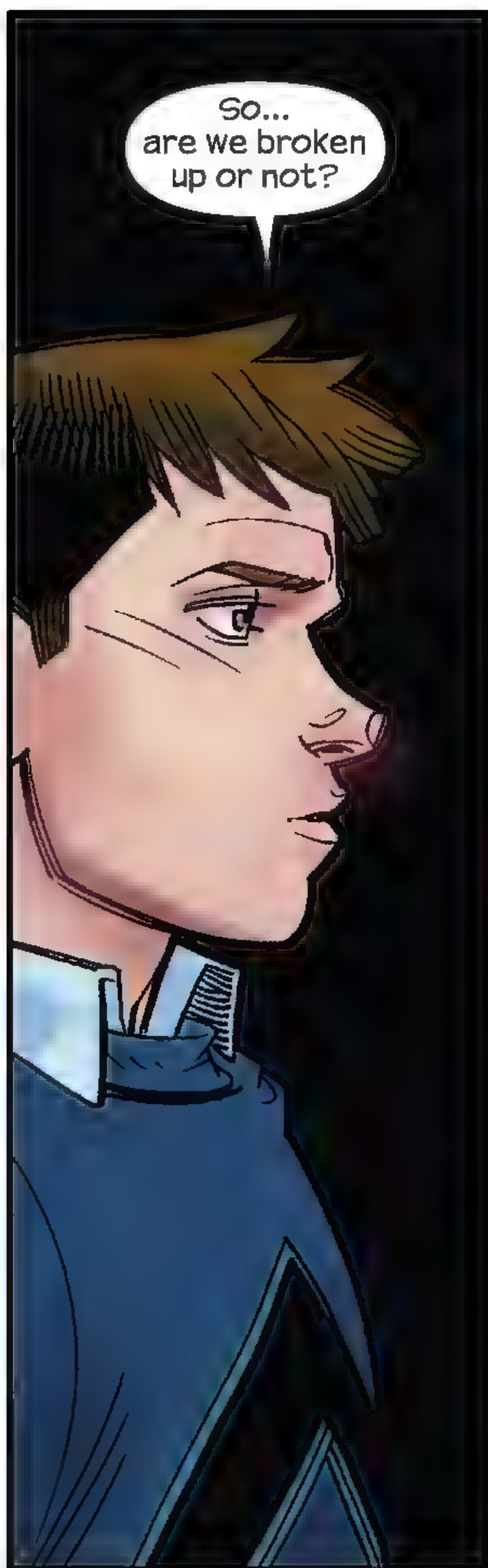
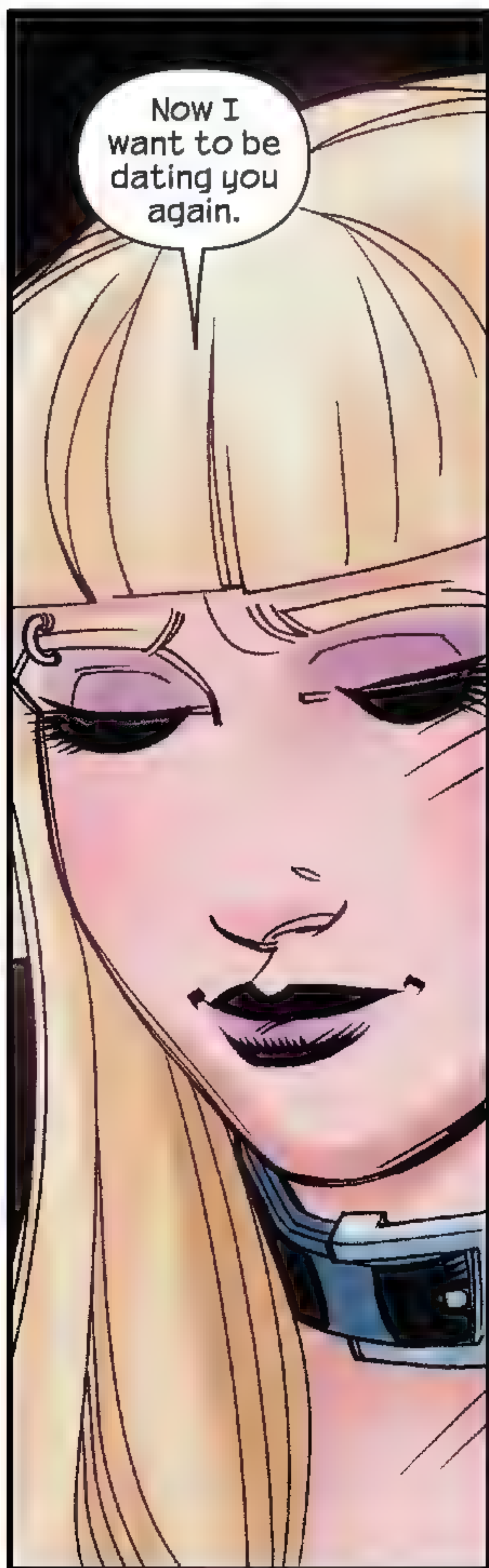
Wait, what?

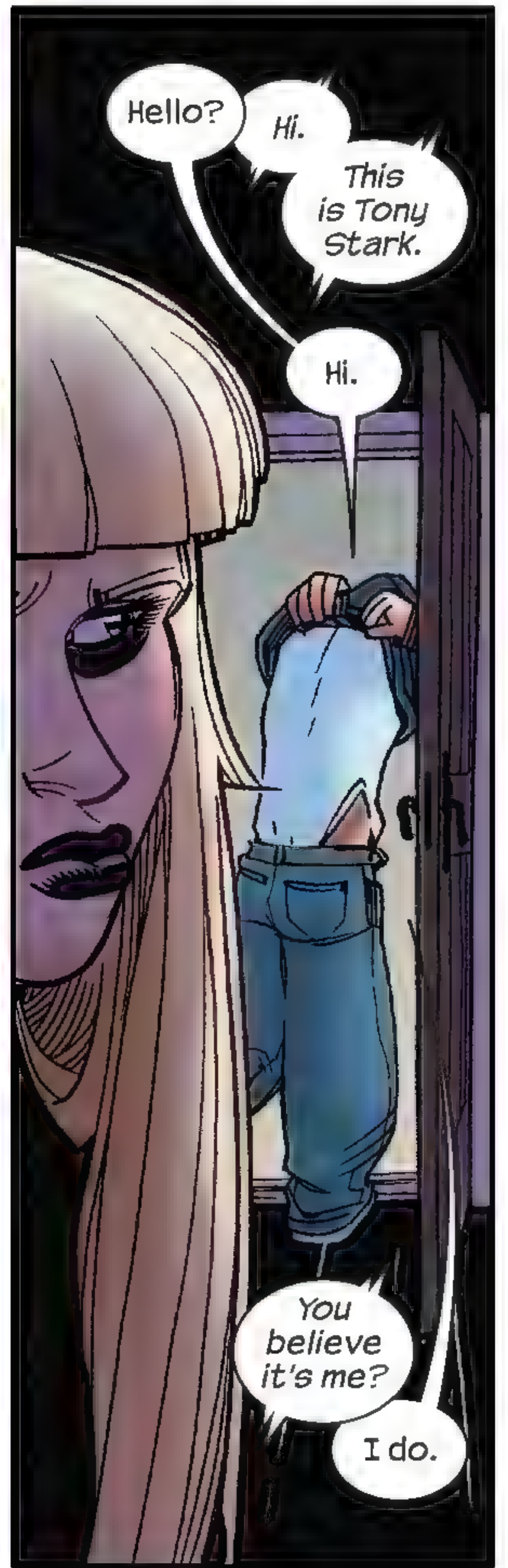
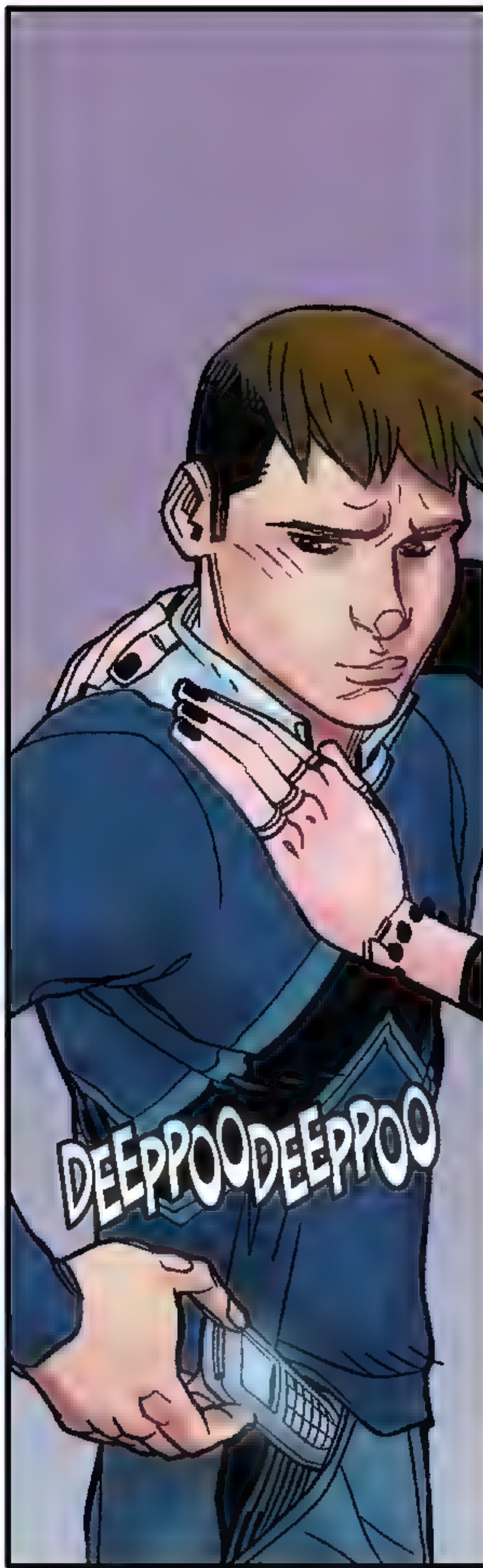
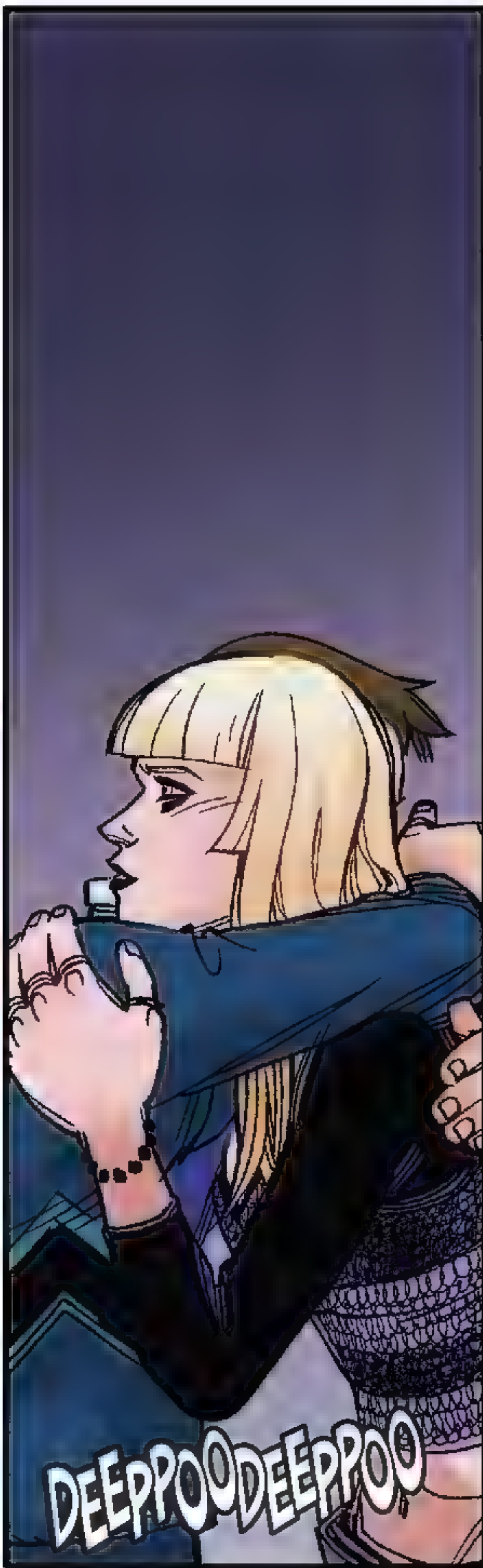
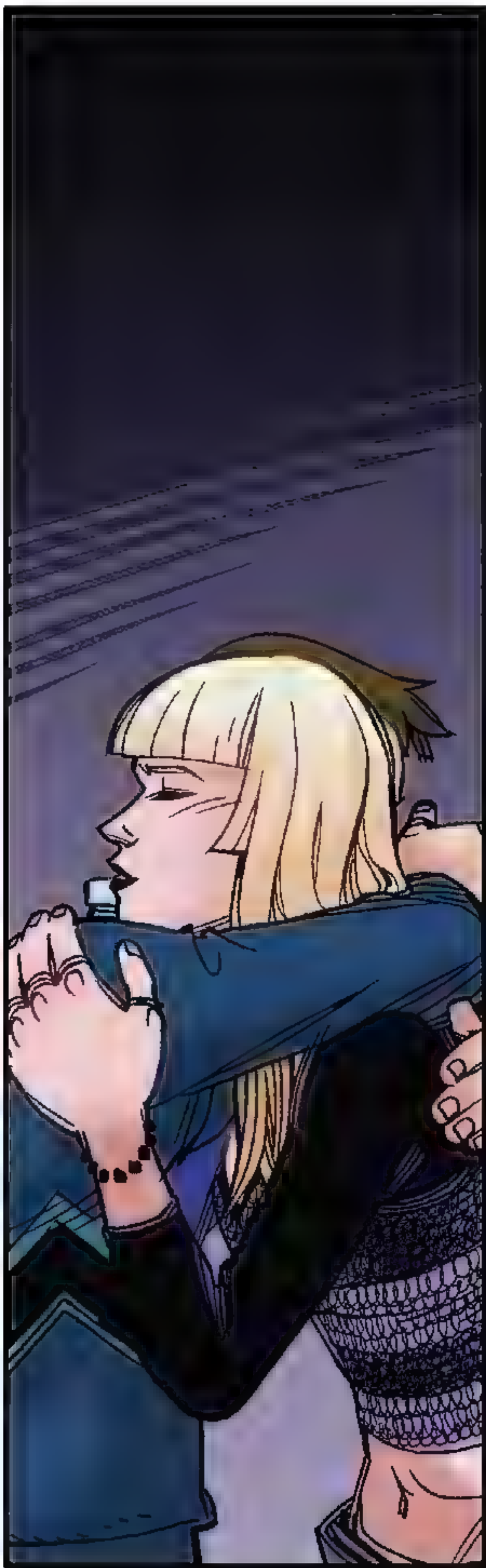
You didn't *force* me into dating you.

I did.

Hold on, just hold on...







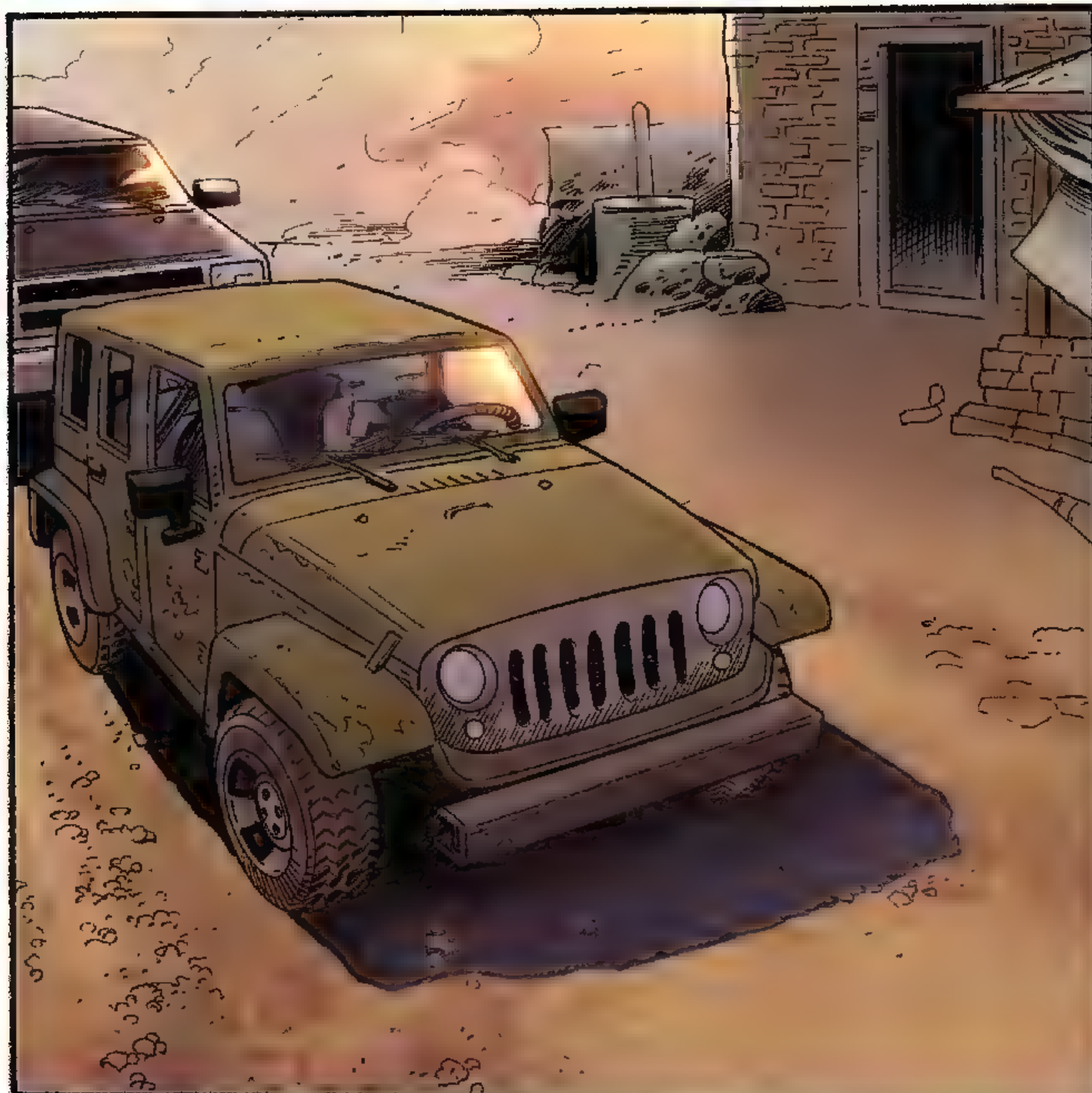
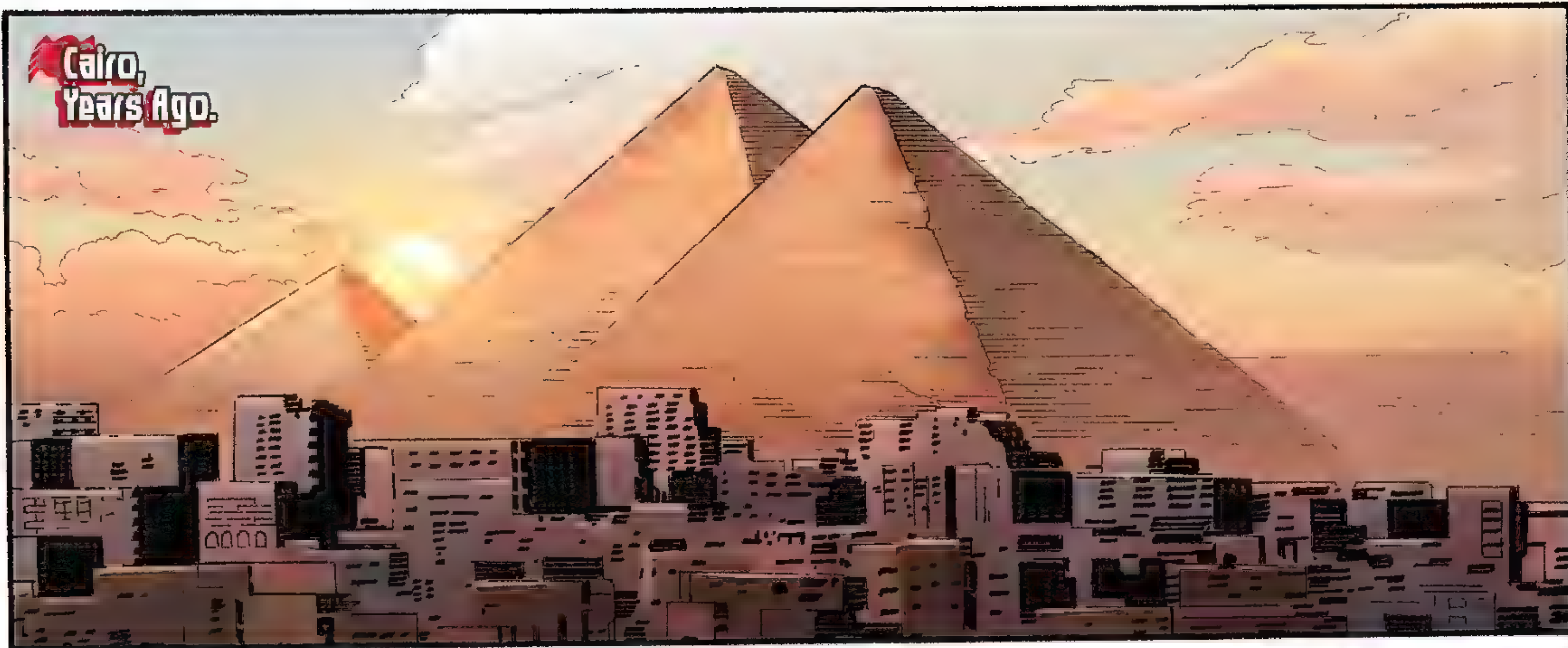


Teach
me?

Who's
going
to teach
you?

Huent







You brought guns? I told you **no guns**.

I'm not coming in there, Yasif...

You're going to have to come out here.

I said **no guns**.



I am a stranger in a strange land, Yasif, and, I must say, you are showing **terrible** hospitality.

Tell your men to put those guns **down**, Fisk.

Put those guns away or the **deal is off!!**

There's **children** here.



Where did you find it? How did you get it?

People died to get it to you...good people...isn't that enough?

Let me see it.

The money.



Give him his money.

Give it!

Congratulations.

I think that technically makes you King of Cairo.



It is now yours.

How does it work?

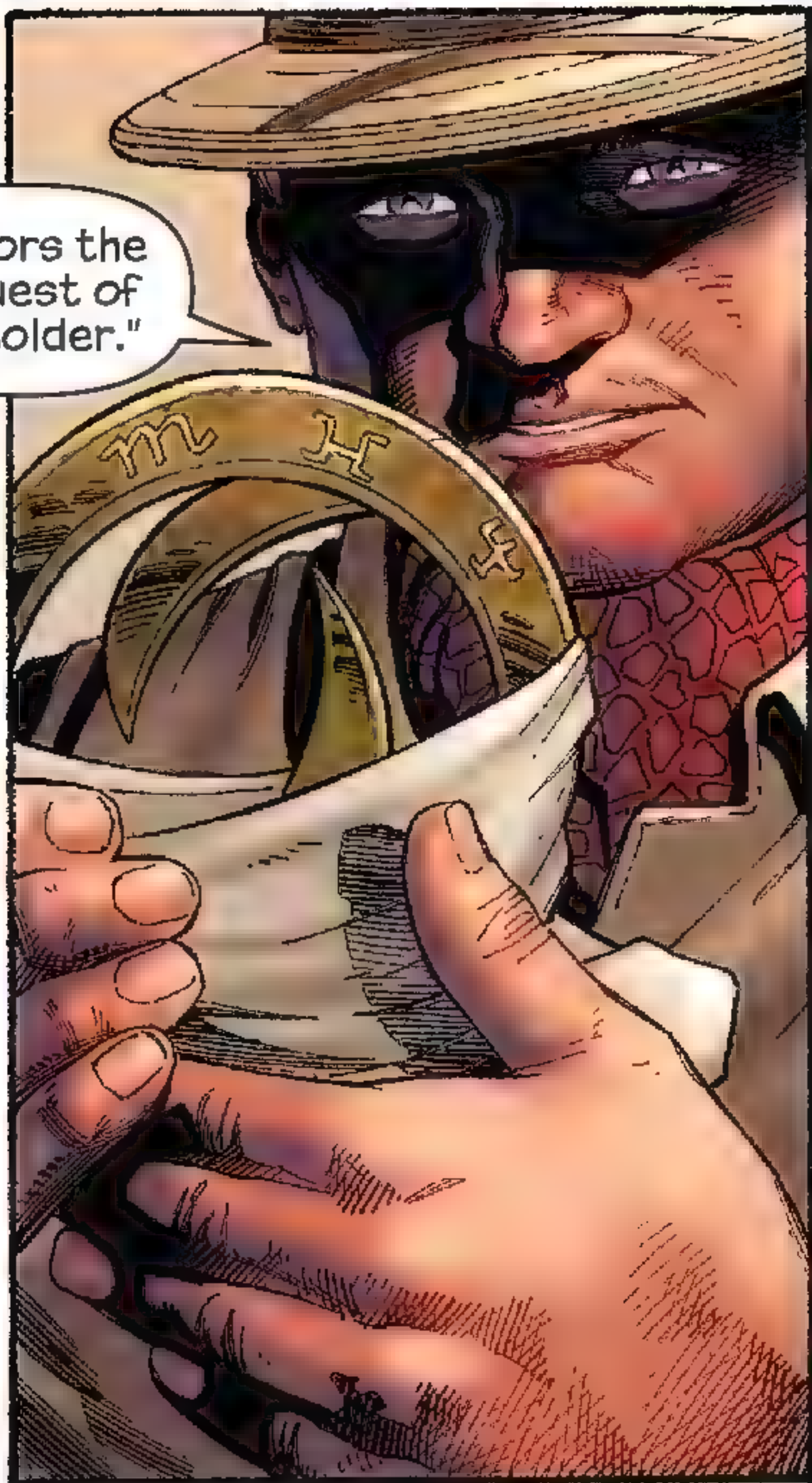
The scroll said it honors the request of its holder.

Hhmmm.

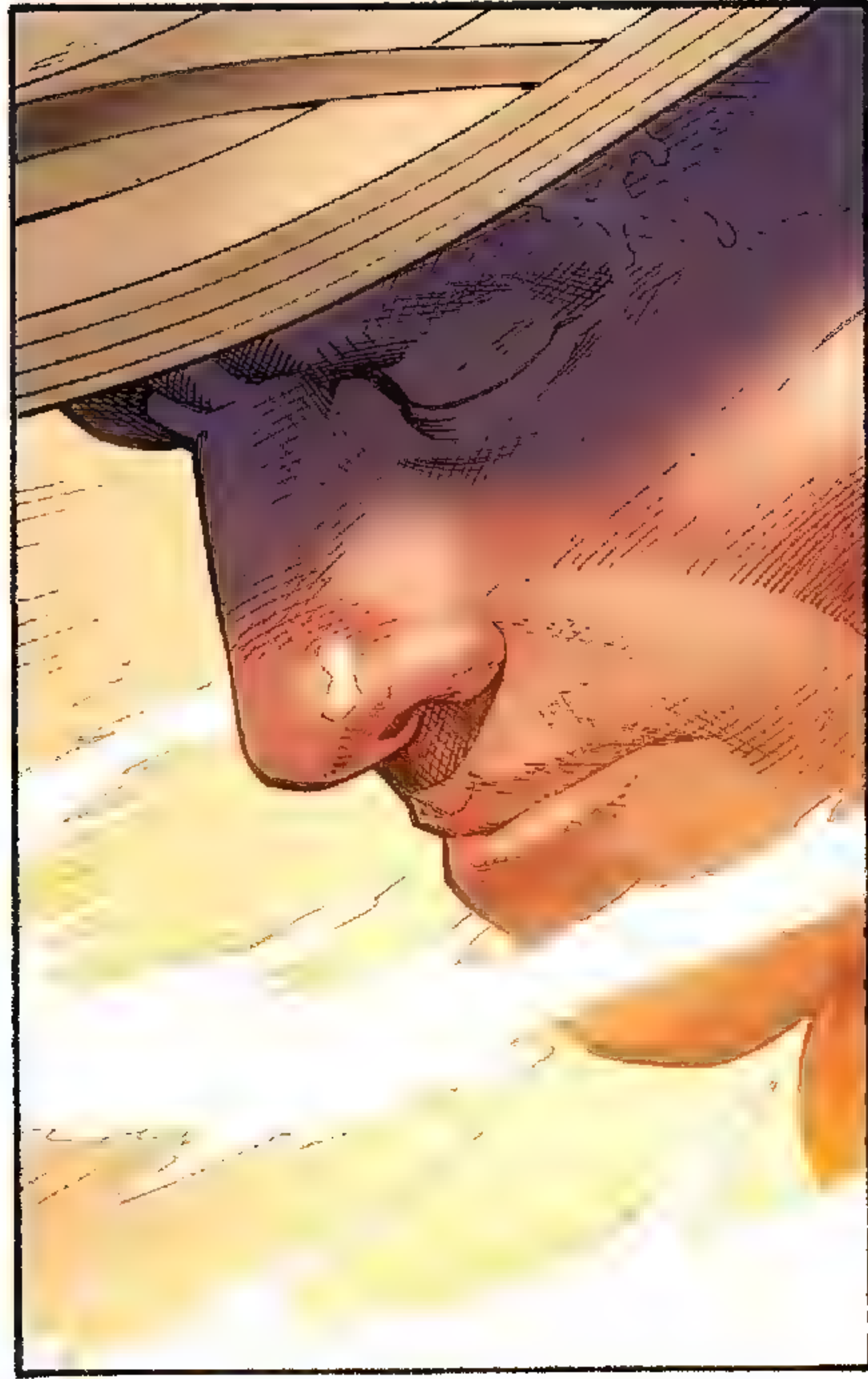
Why didn't **you** use it then?

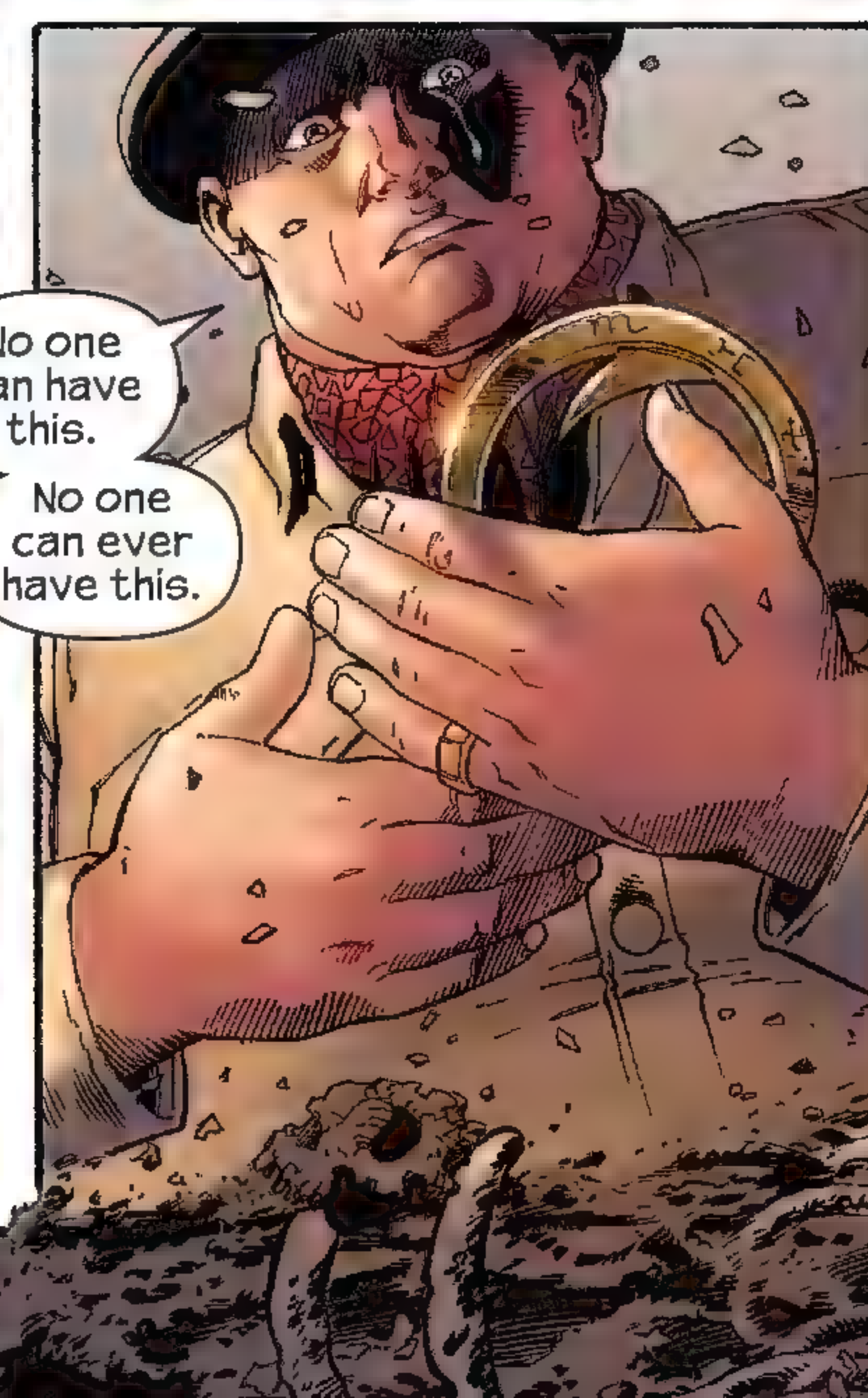
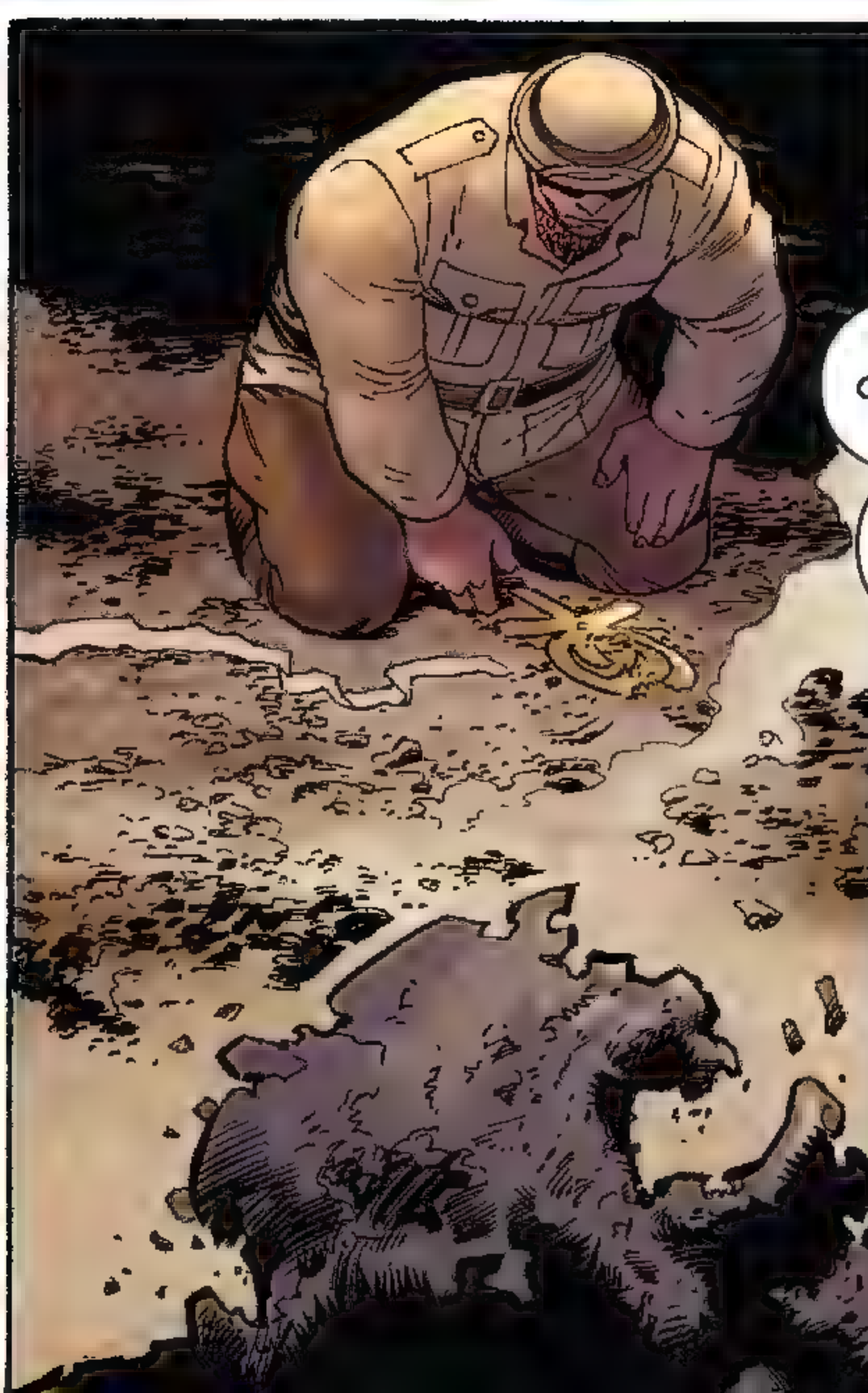
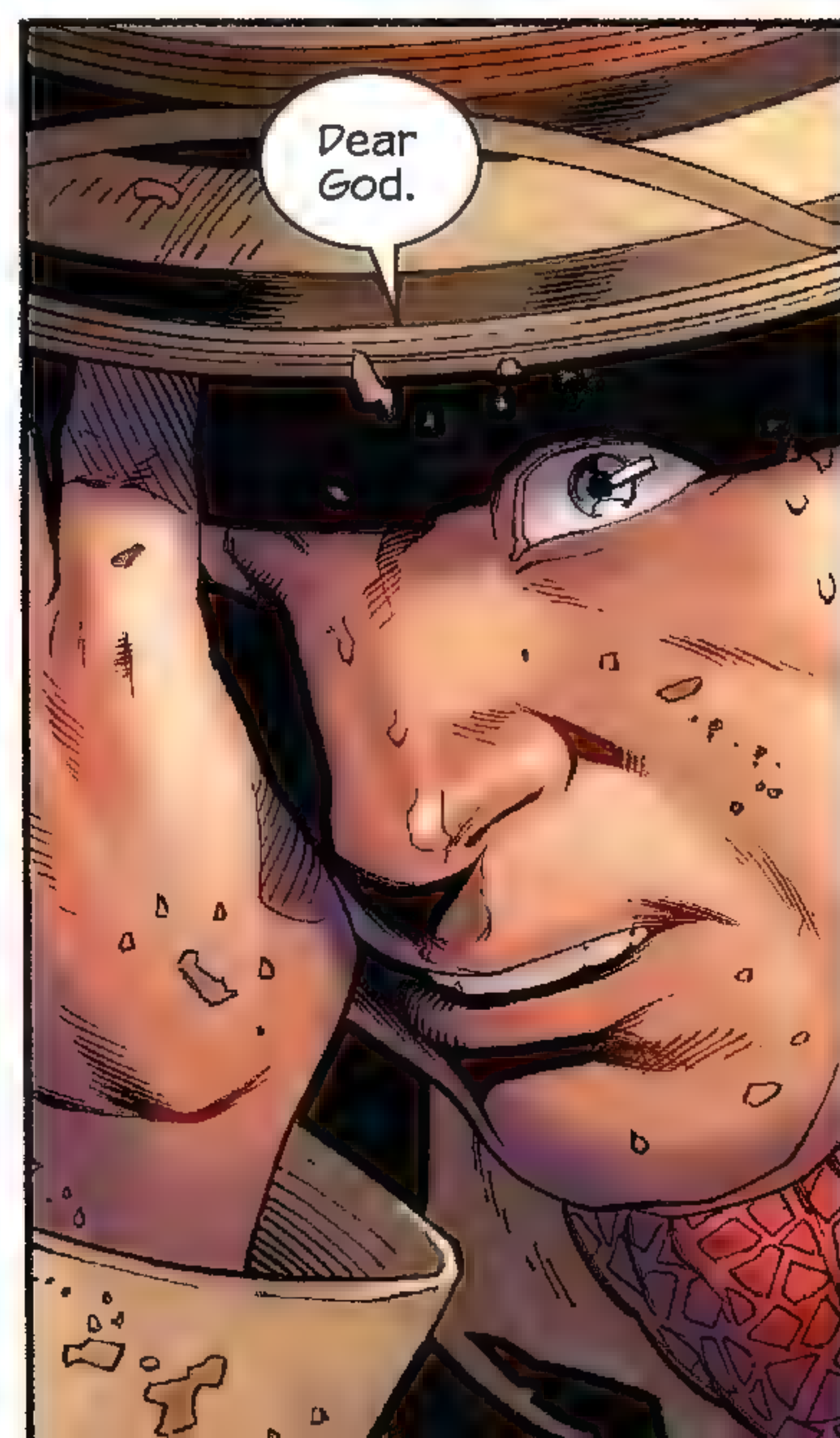
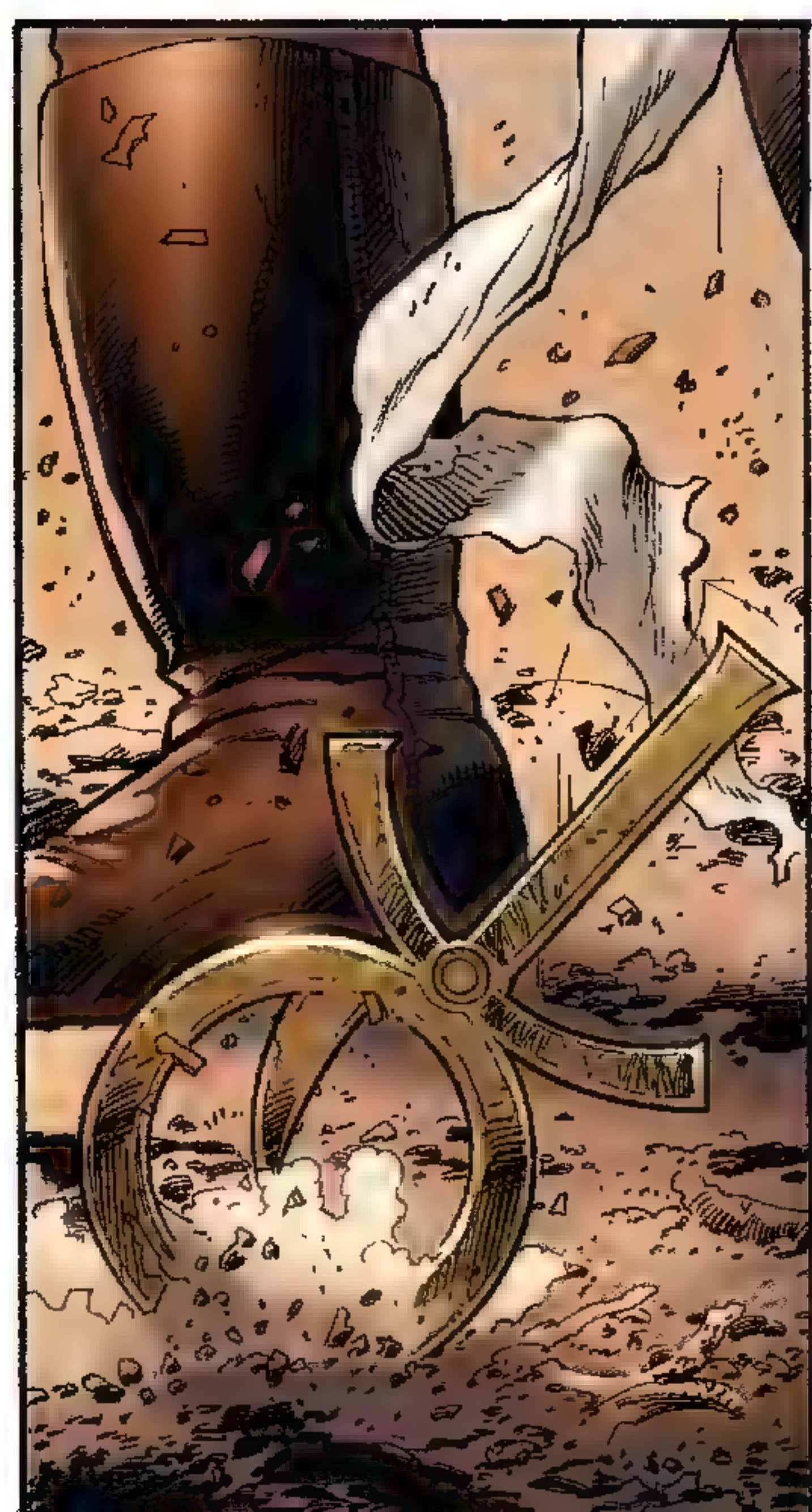
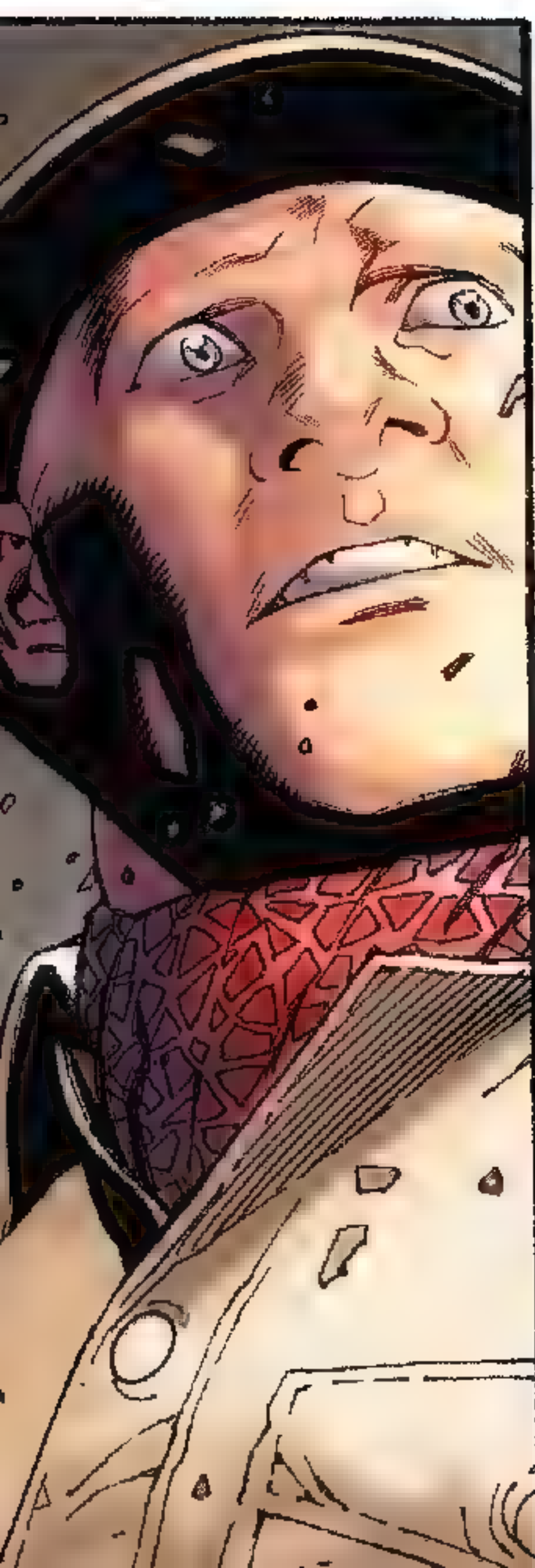


Because everything has a price.



"Honors the request of its holder."





New York City, Now.

Super
awesome
cool!!!

Super
awesome
cool?

I am *totally*
digging the new
Iron-Man armor.

That is
because you
are one *nerdy*
little kid.

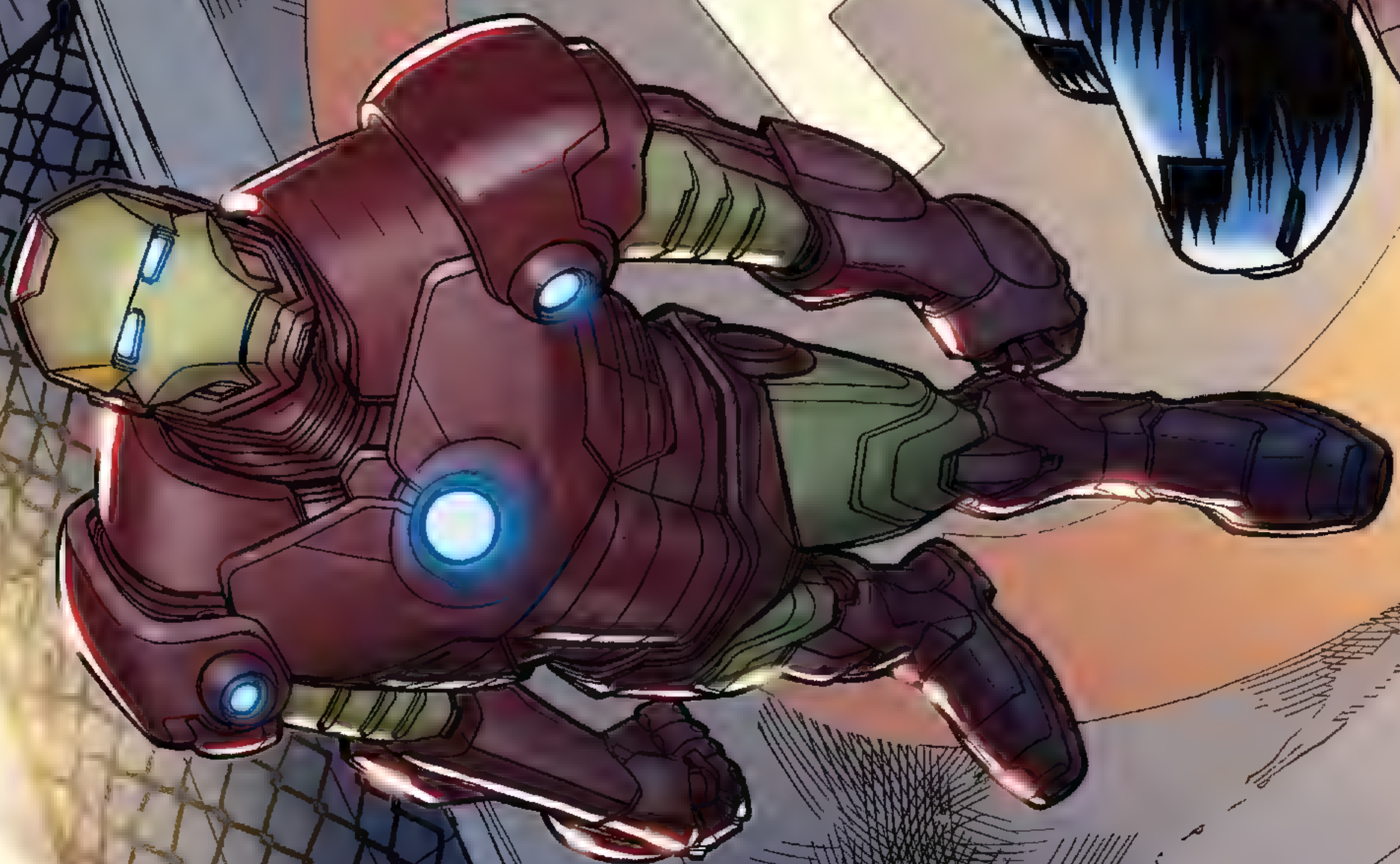
You're ready
to learn how to
be a super hero?

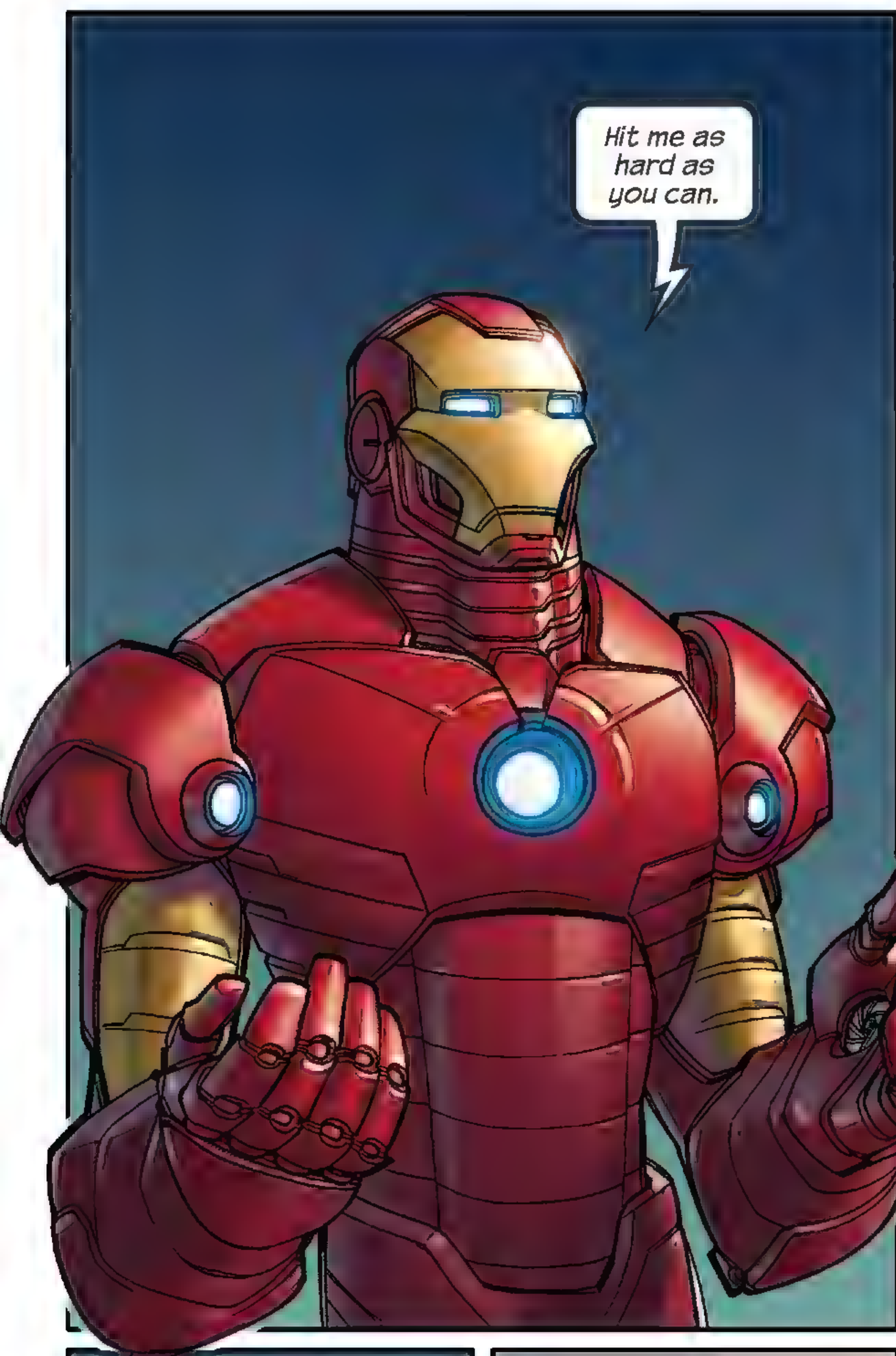
And *that's*
the nicest thing
anyone's said to
me all week.

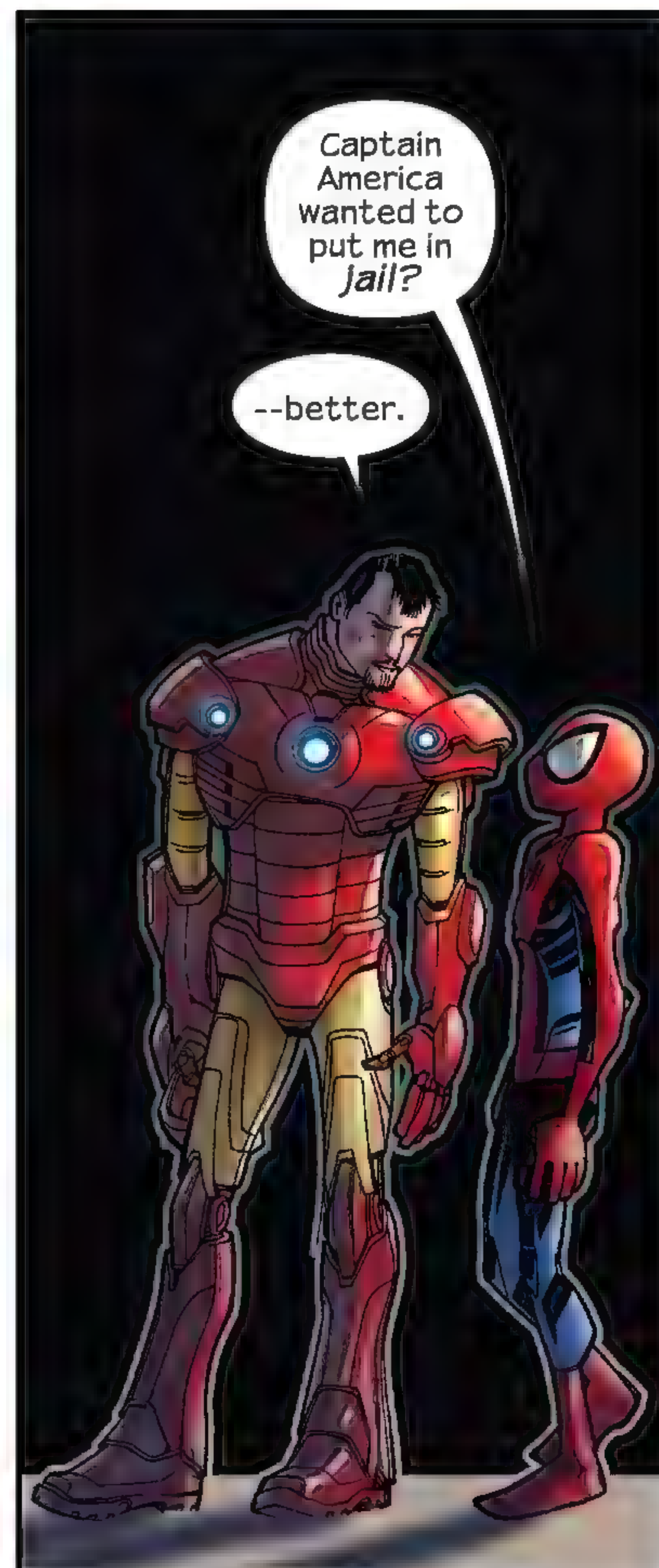
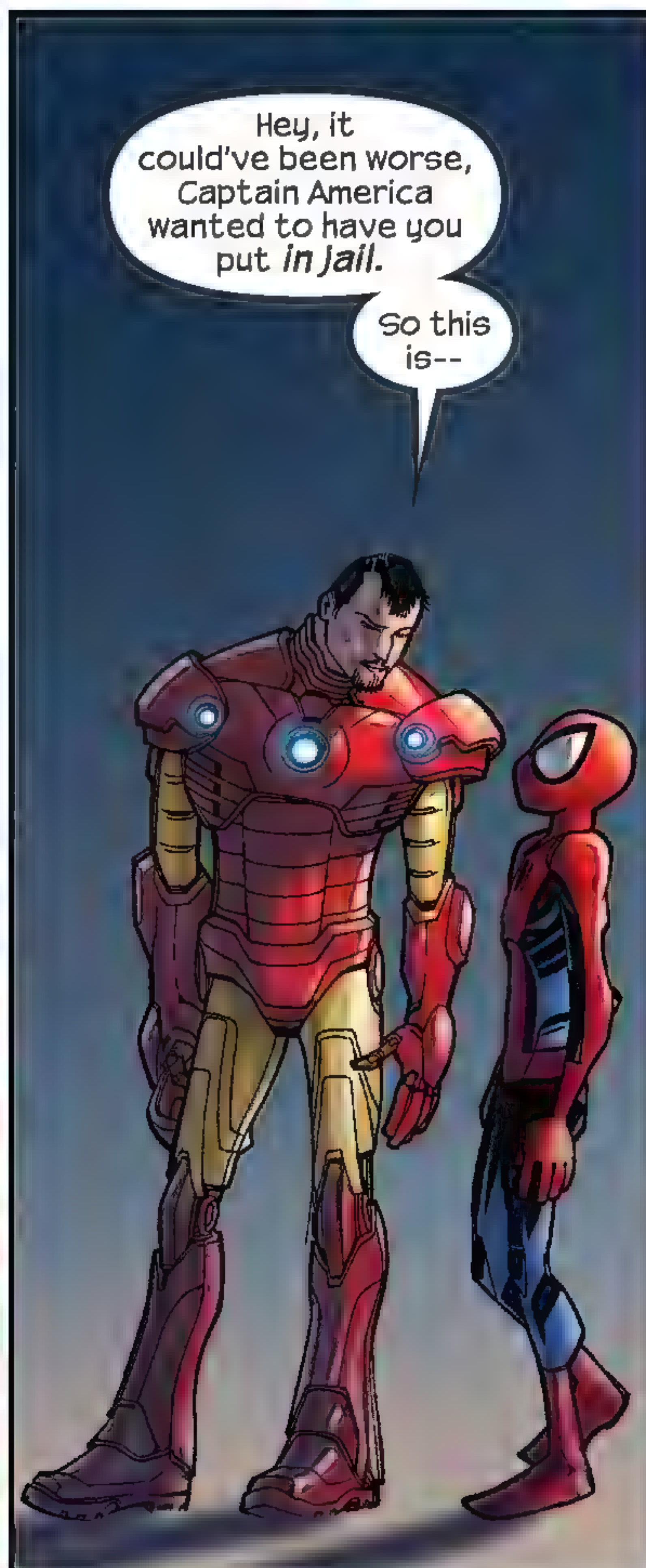
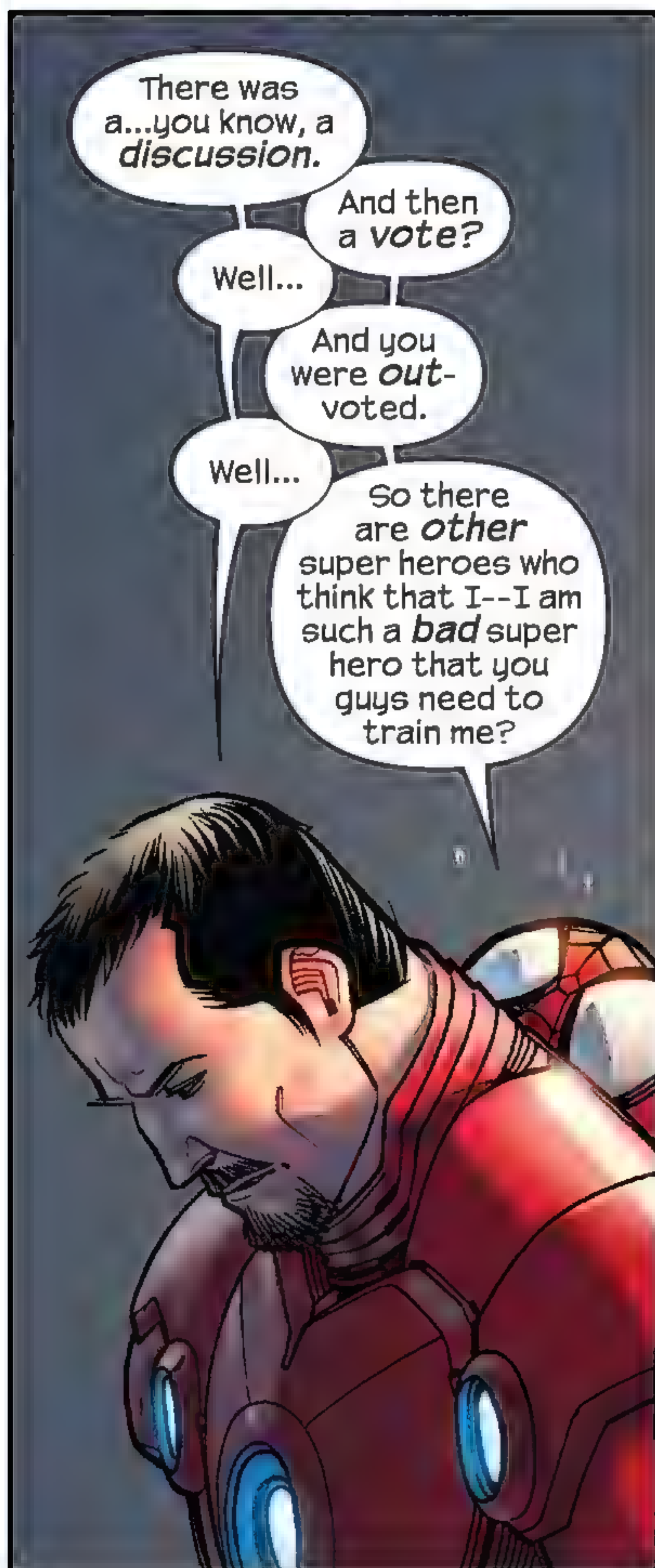
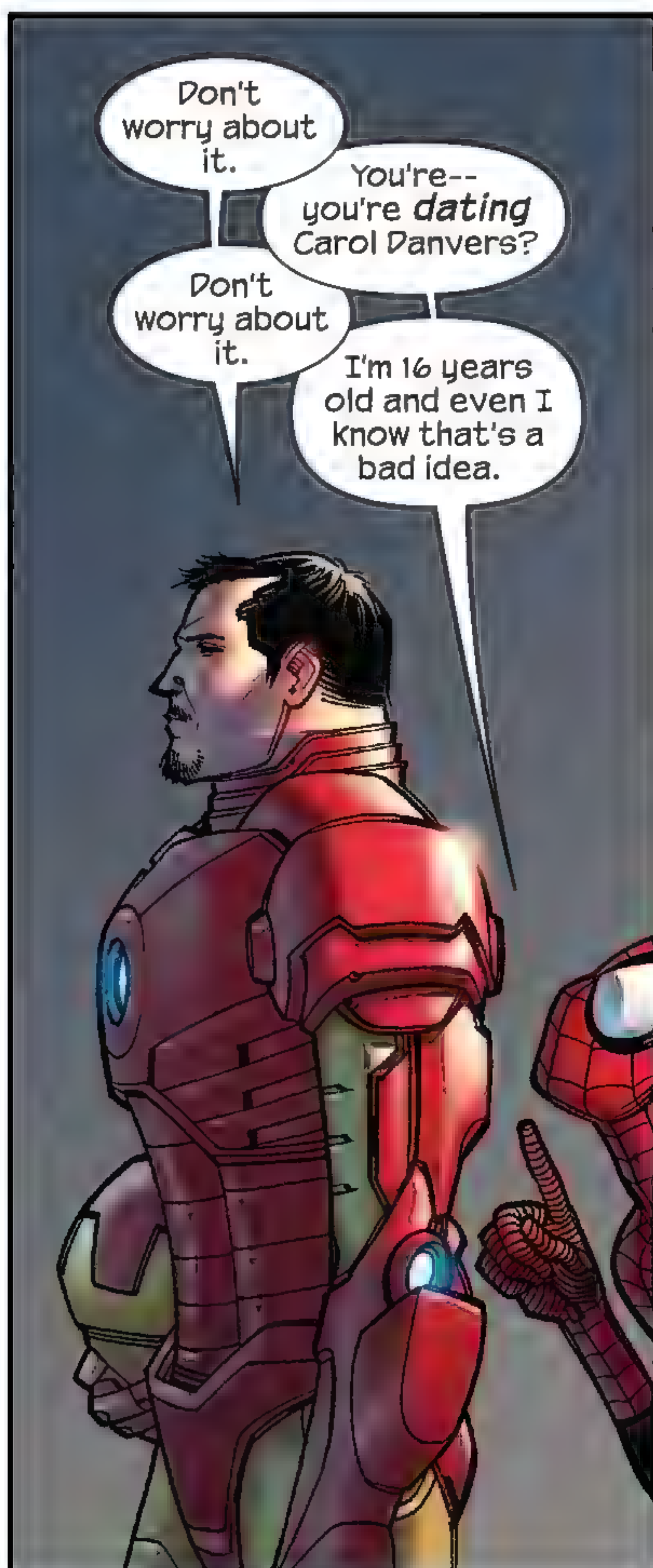
Am I!!

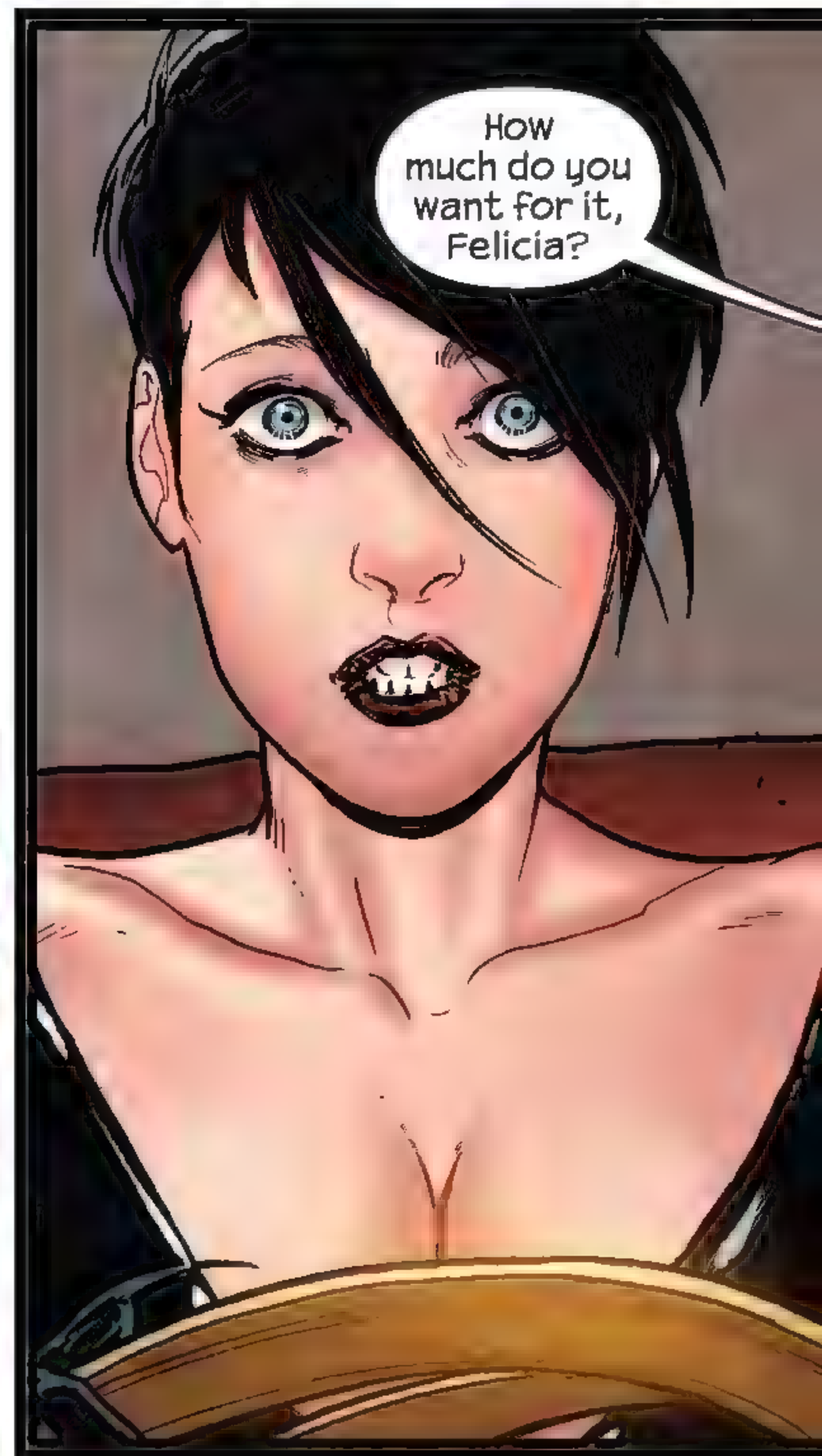
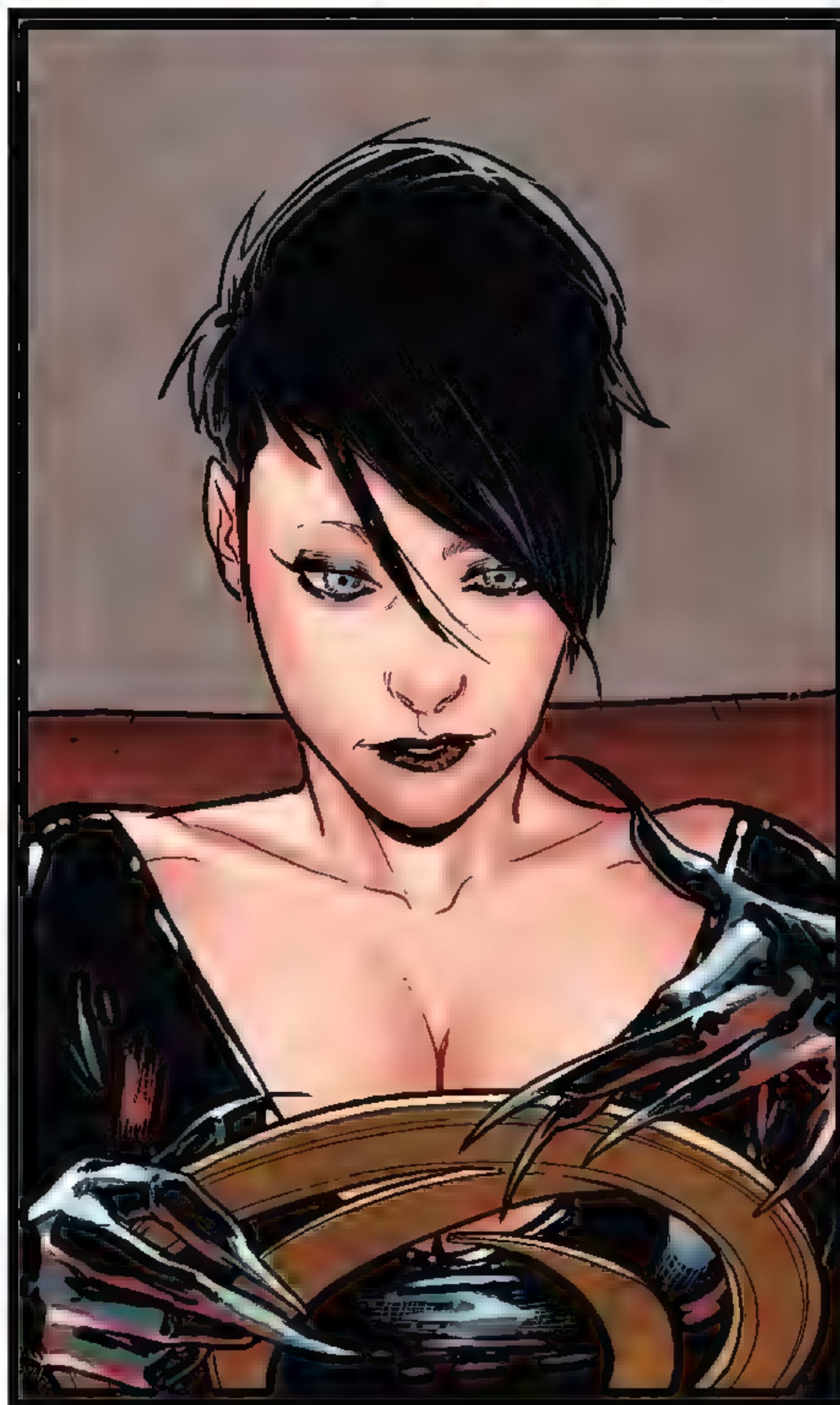
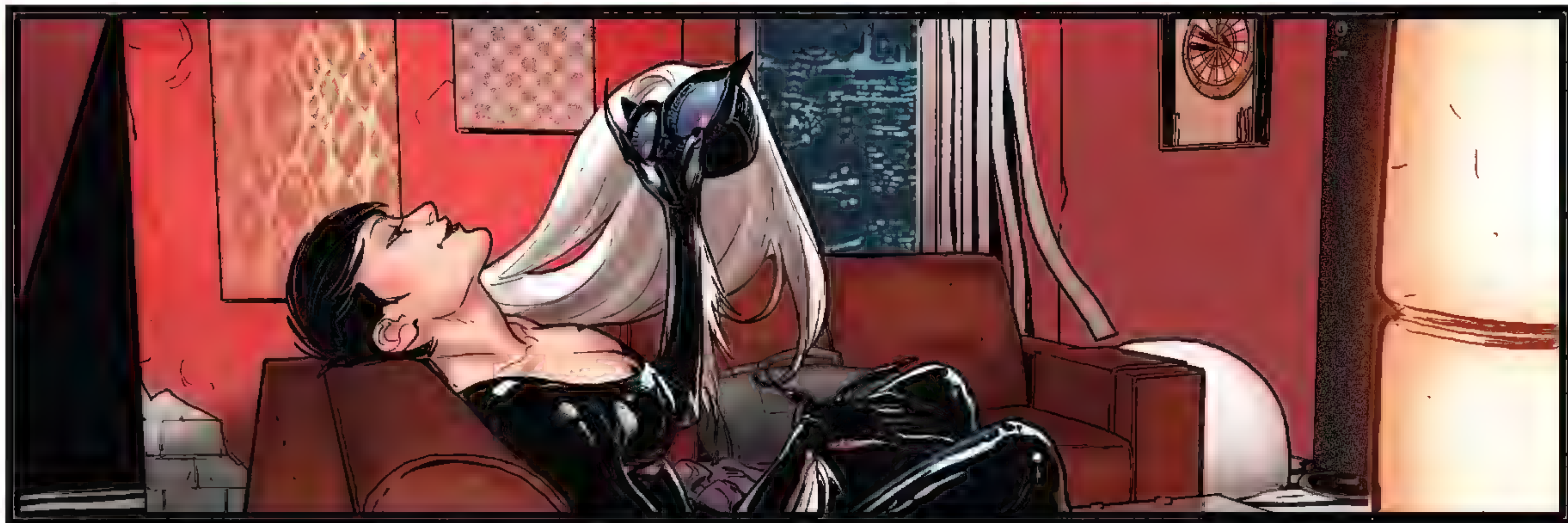
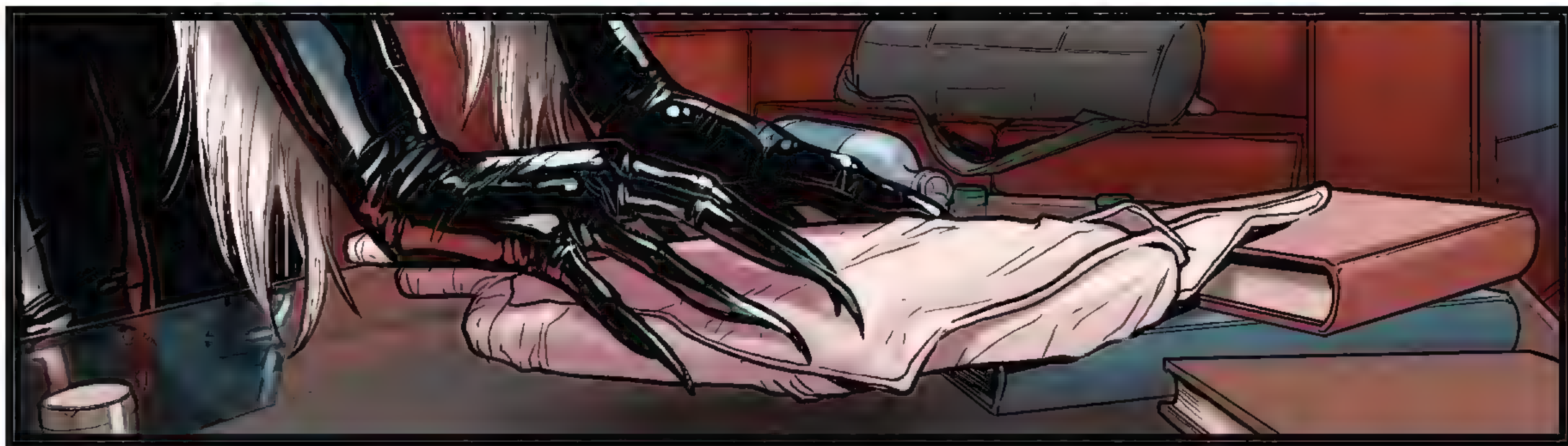
And I
am actually
asking...

Am I?











I'm open to negotiation.

Mysterio...
You followed me home.

How... creepy.

Not only did I follow you, but this time I did the appropriate research on you.

I know who you are, Felicia.

Yeah?

I know now that the Kingpin was at least *indirectly* responsible for your father's death and that you had targeted him.

Revenge I understand.

In fact, I respect it.



And truthfully I'm sorry I took the Kingpin kill out of your hands.

I would be mad at me too but...

I'm hoping that the fact that I took him out so *spectacularly* will give you closure and relief.

He died like a big fat pig. He could not have died any less heroically.



This used to be Hammerhead's place.

Nice.

Get to the point.

Sure sure...

Listen, the first time we met I thought you were just a (very) attractive cat burglar.

One of those things a guy like me was just going to have to deal with if I was going to go for this territory.

I didn't realize you had an actual dog in this fight.

But in doing my research I realize that you have *no need* for that key.



You aren't trying to be Kingpin of anything.

You just want it because it was his.

You just want it because it was the thing that helped him lord over his empire. It created the environment that led to your father's death.



But that key no longer belongs to Wilson Fisk and it is not what killed your father.

So that said, I would like it.

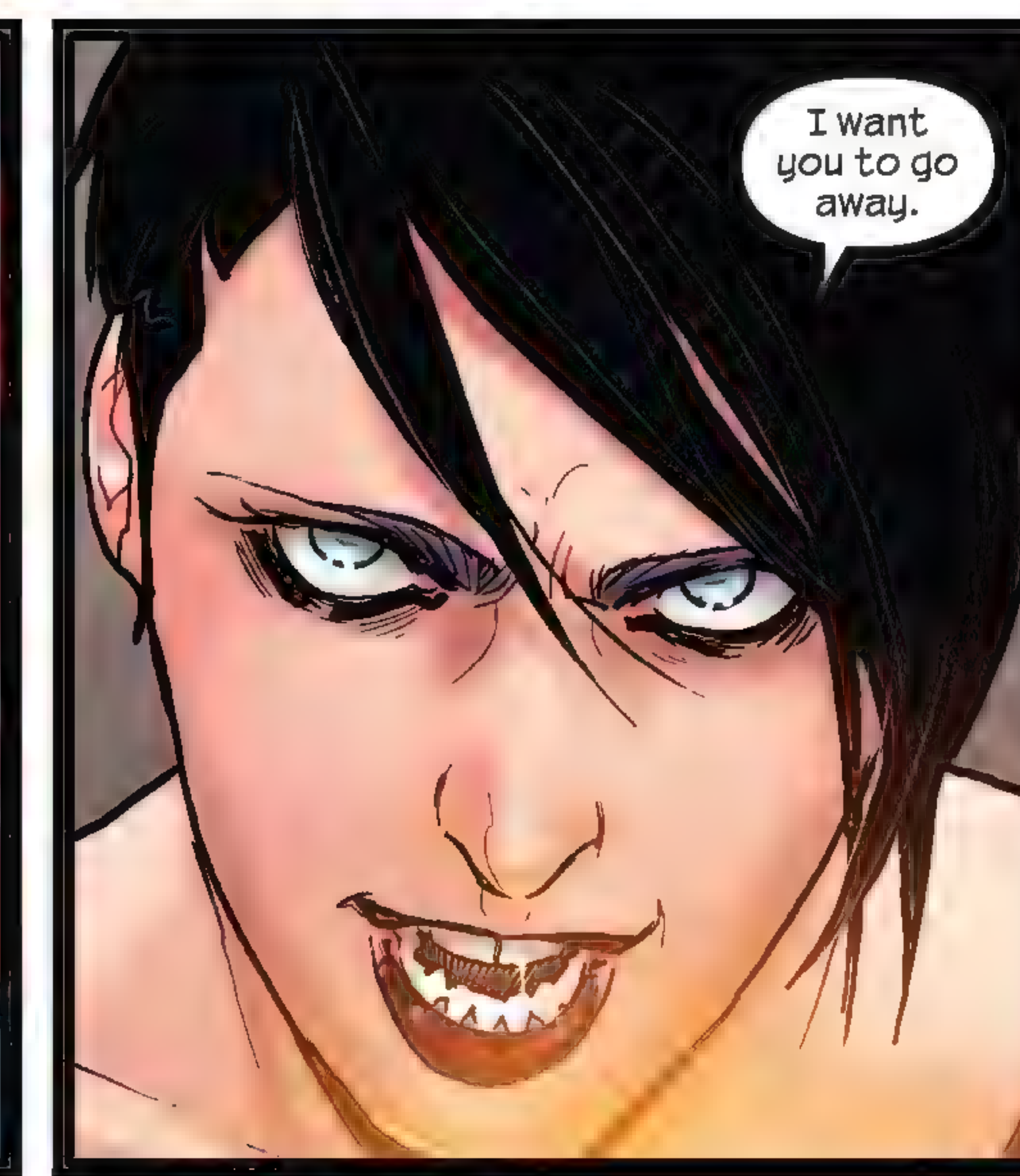
What do you want in return for it?



How'd you do that with your head?



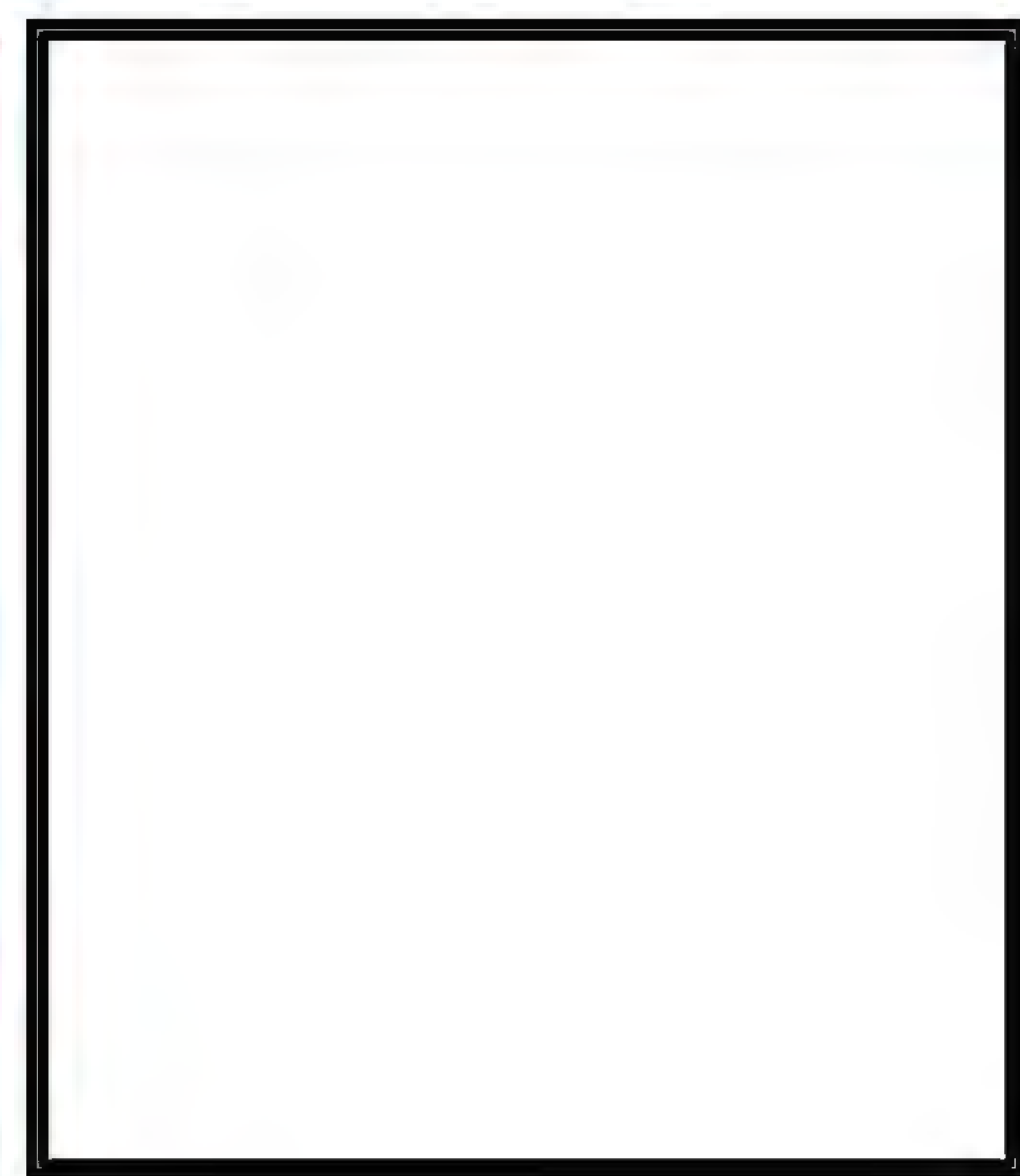
What do you want for the key?

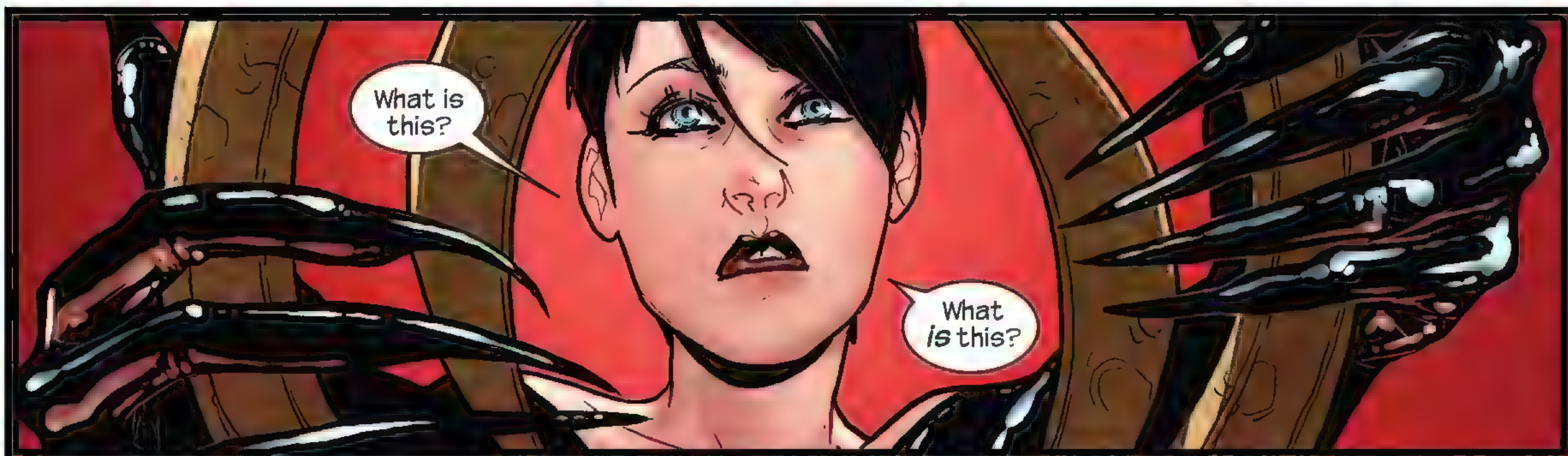
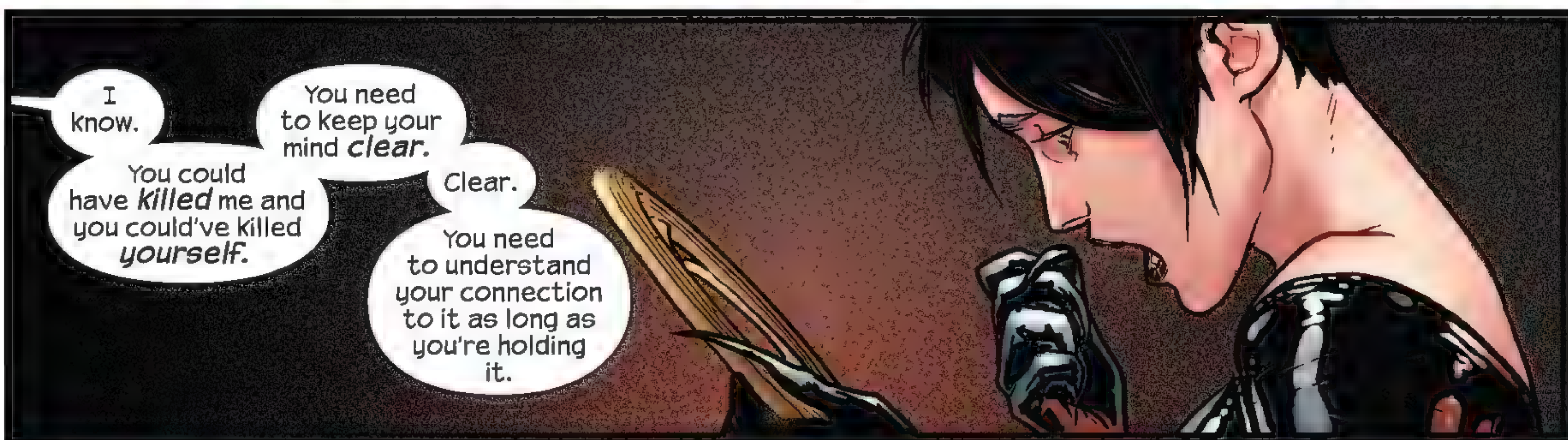
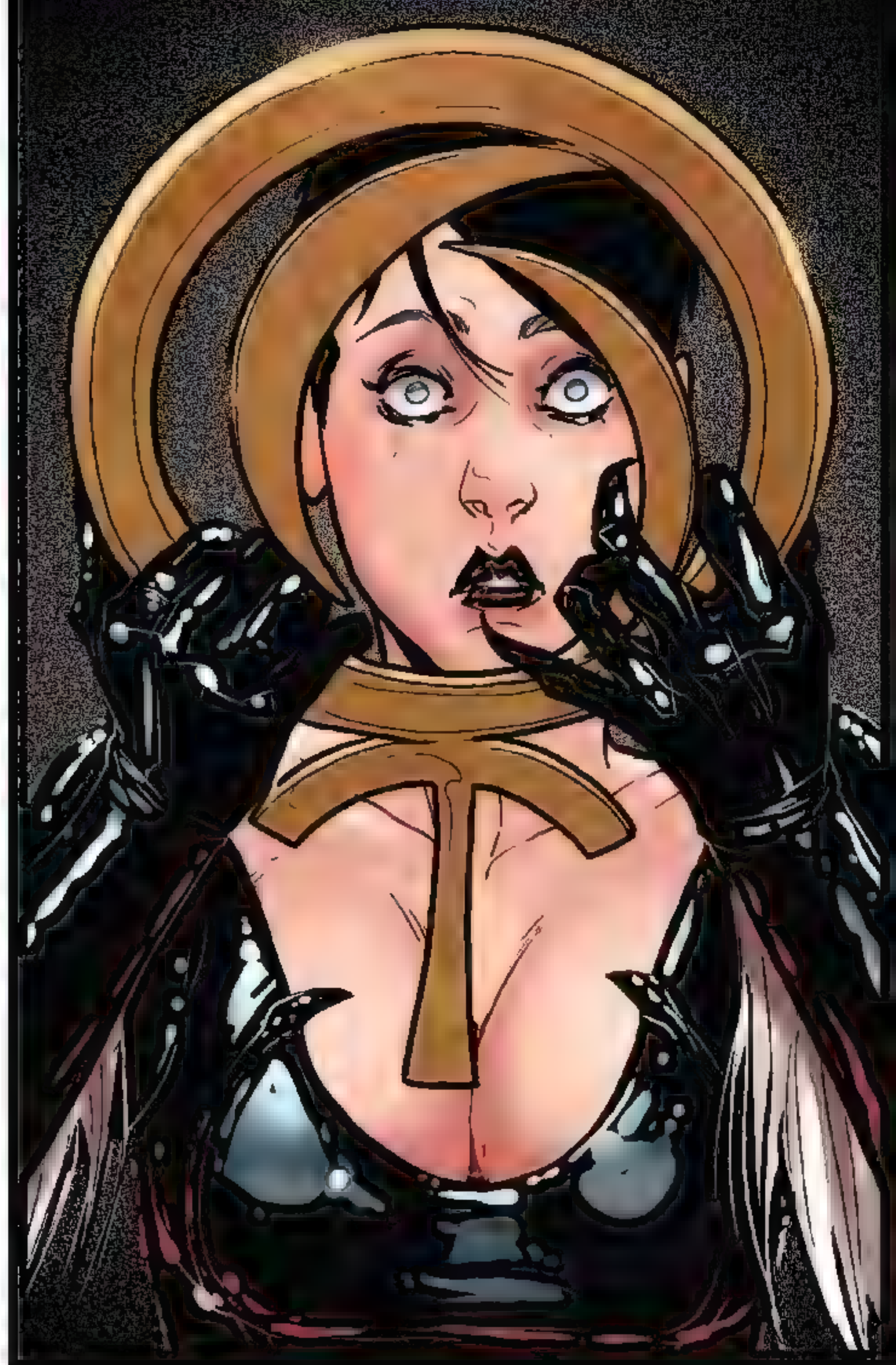
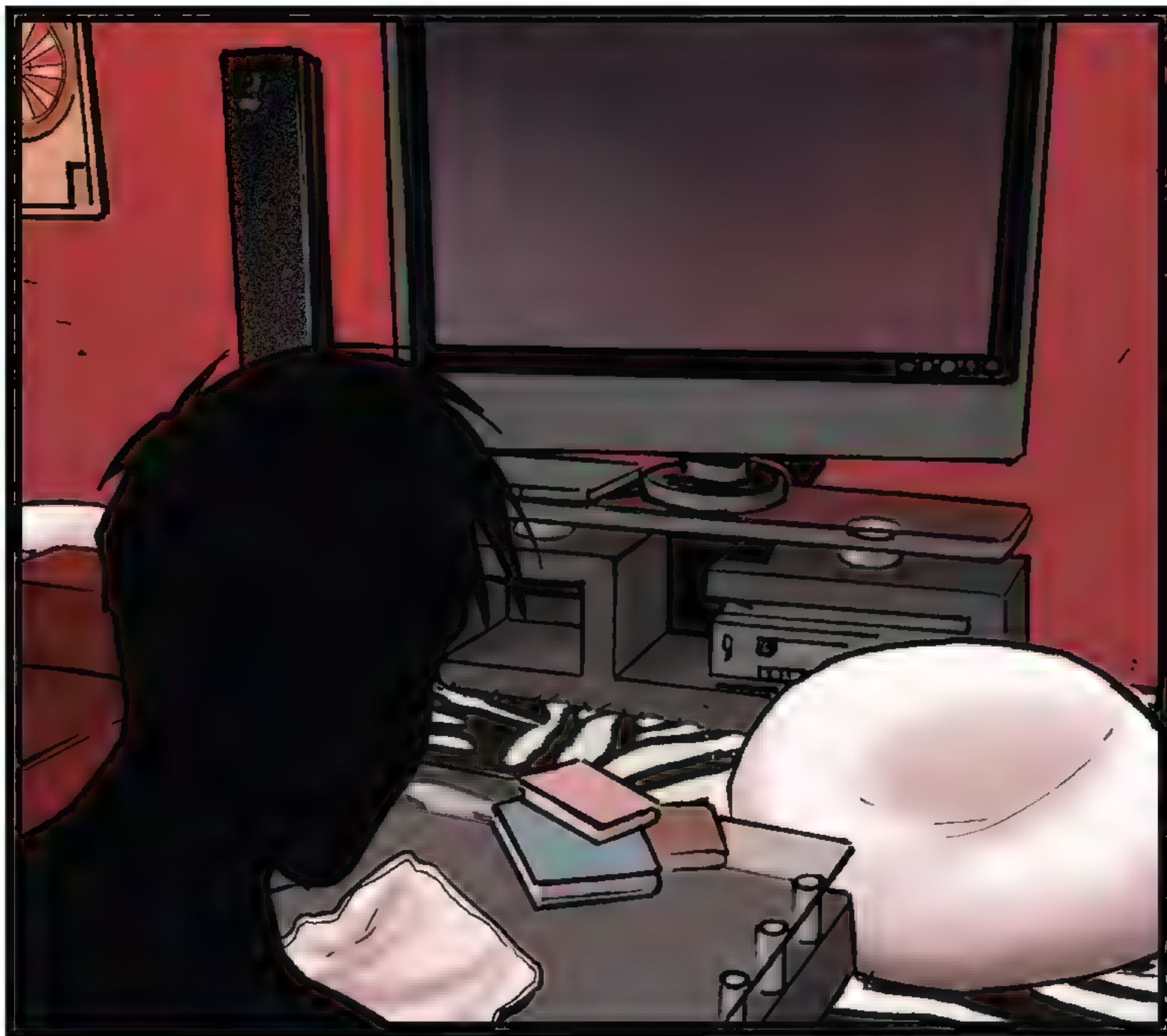


I want you to go away.



No!! Felicia, you just can't--







It, they say, used to belong to the pharaohs.

Like the ones in the Bible?

I know you won't believe me but they say it was--

They say it was given to them by, well, by an alien.

From outer space?

Yes.

An alien?

An alien came here and brought *gifts* and supposedly bequeathed it to he who he *thought* was ruler of the world.

Shut up.

I said you wouldn't believe me.

But I think that you know that at least part of this is true.

If I knew what it was when I went after the Kingpin I can tell you I would have thought more than twice about it.

And how did Wilson Fisk have it?

Because he had it.

Because he fancied himself the kind of man who would have such a thing.

Why did he keep it locked up?

Because-- well, that part I don't know.

But he did.

Maybe... because the threat of it is better than actually having to use it?

So you *don't* know.

I said that. This part I'm guessing.

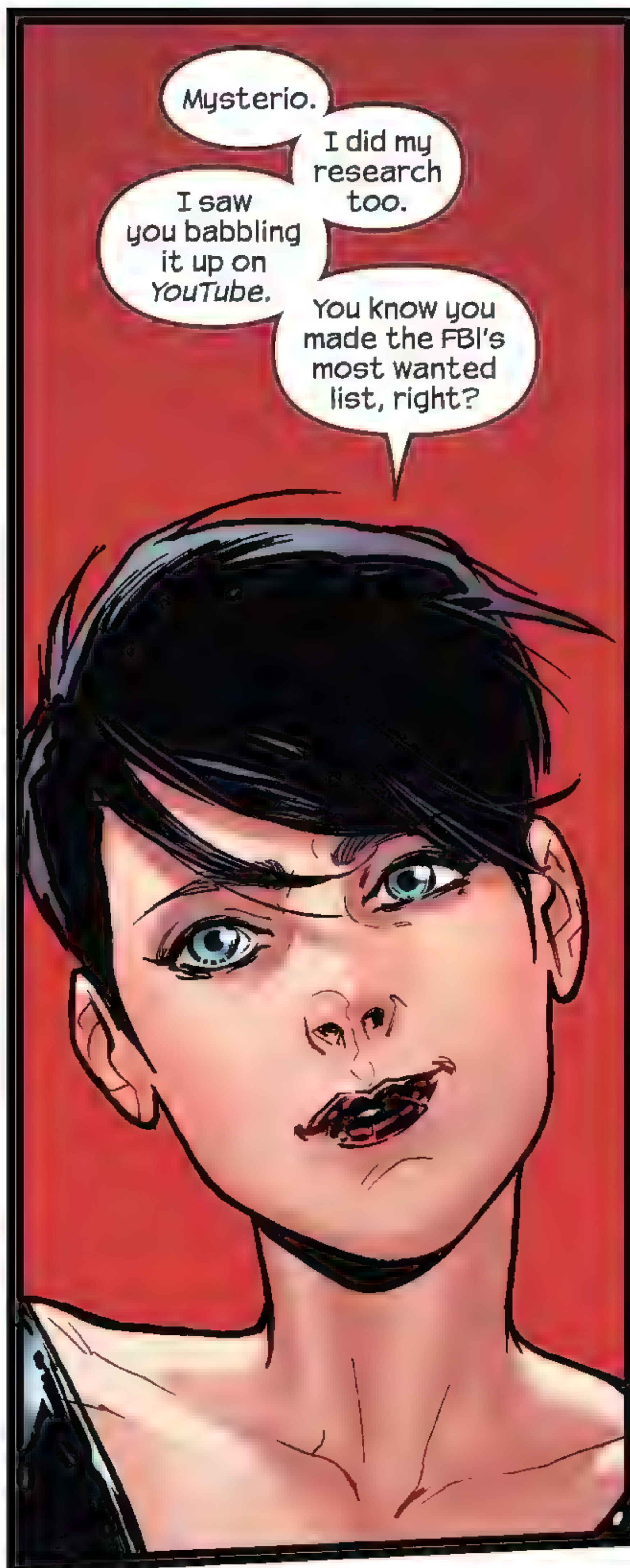
How did *you* know he had this?

Who *are* you?

You should put it down so we can talk.

I don't think so.

Do you know what they call me?



Mystero.

I did my research too. I saw you babbling it up on YouTube.

You know you made the FBI's most wanted list, right?



Oh, that's-- I didn't know that.

Hmm. Pretty cool.

Are you a mutant?

I think it's pretty clear by my demeanor and appearance that I like to keep my secrets close to my vest.

Let's keep the conversation brief and to the point--what do you want?

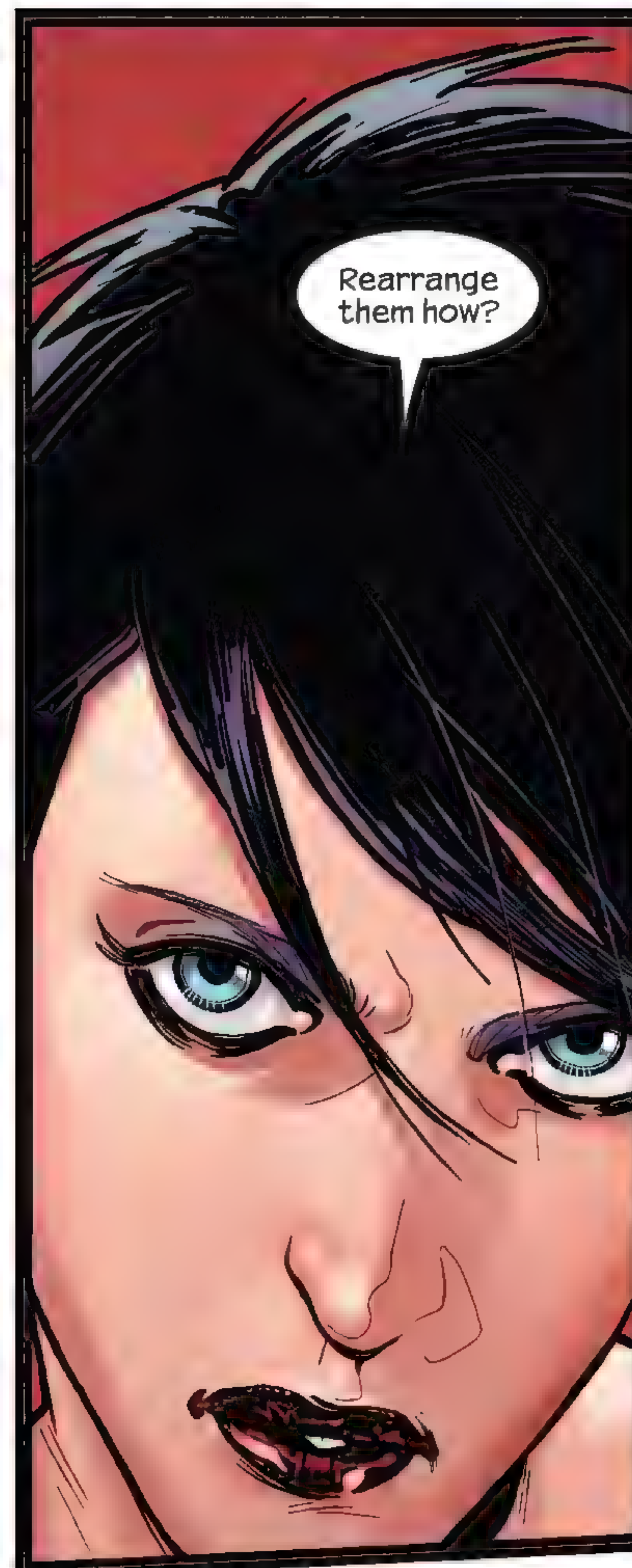
How much for the key?



What are you going to do with it?



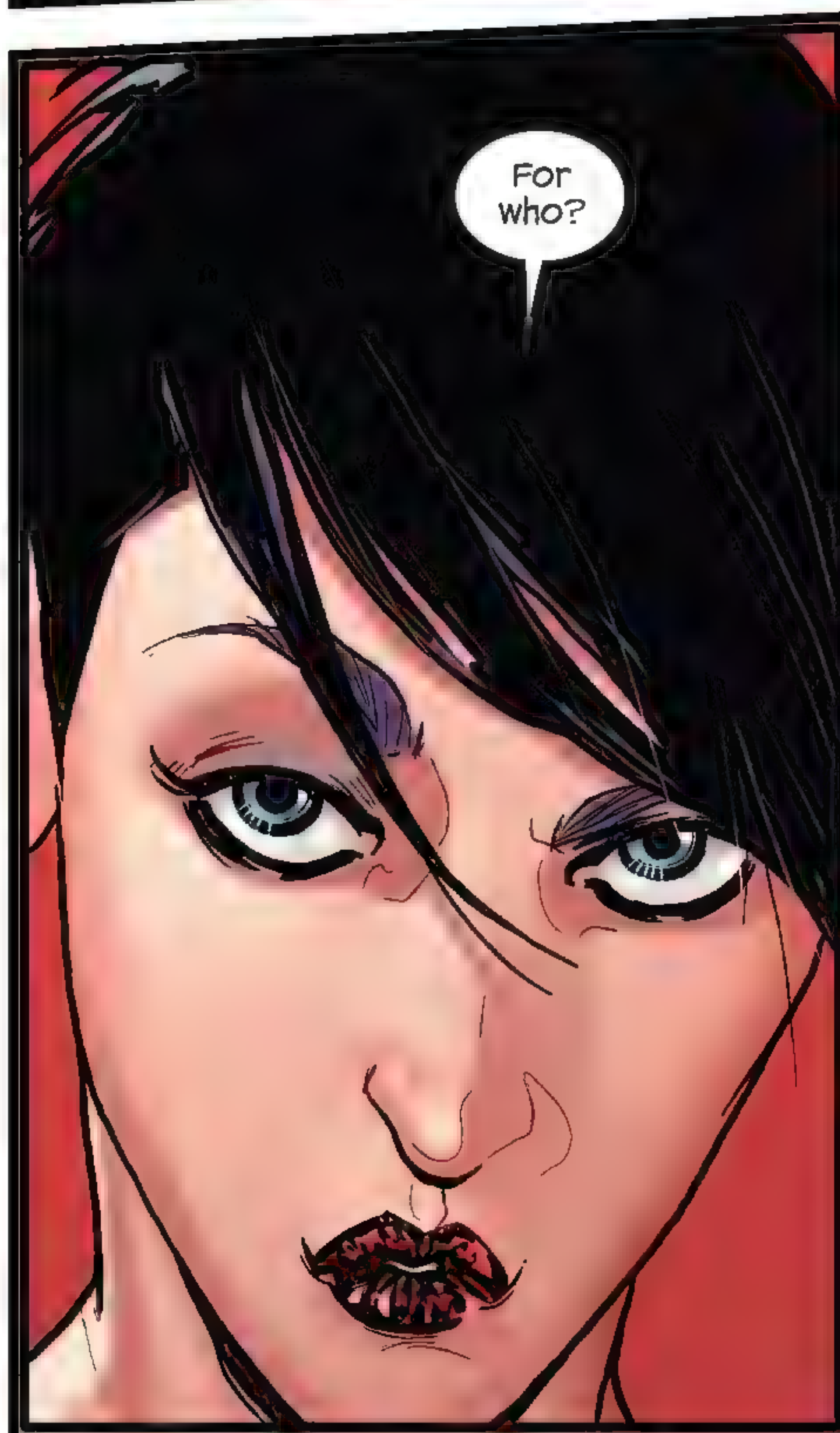
Rearrange things.



Rearrange them how?



I'm going to make them better.

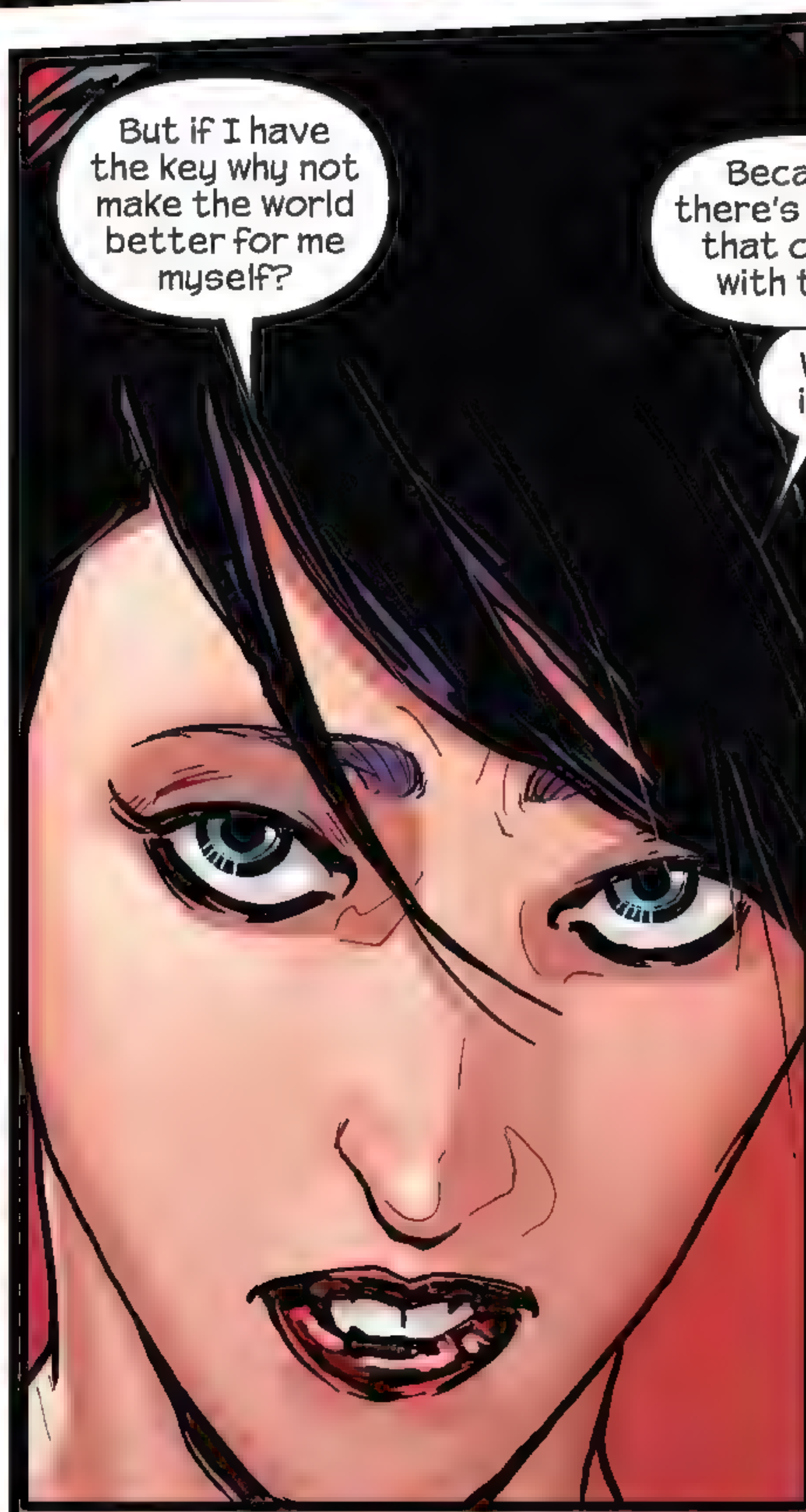


For who?



For everyone.

So, how can I make the world better for you?



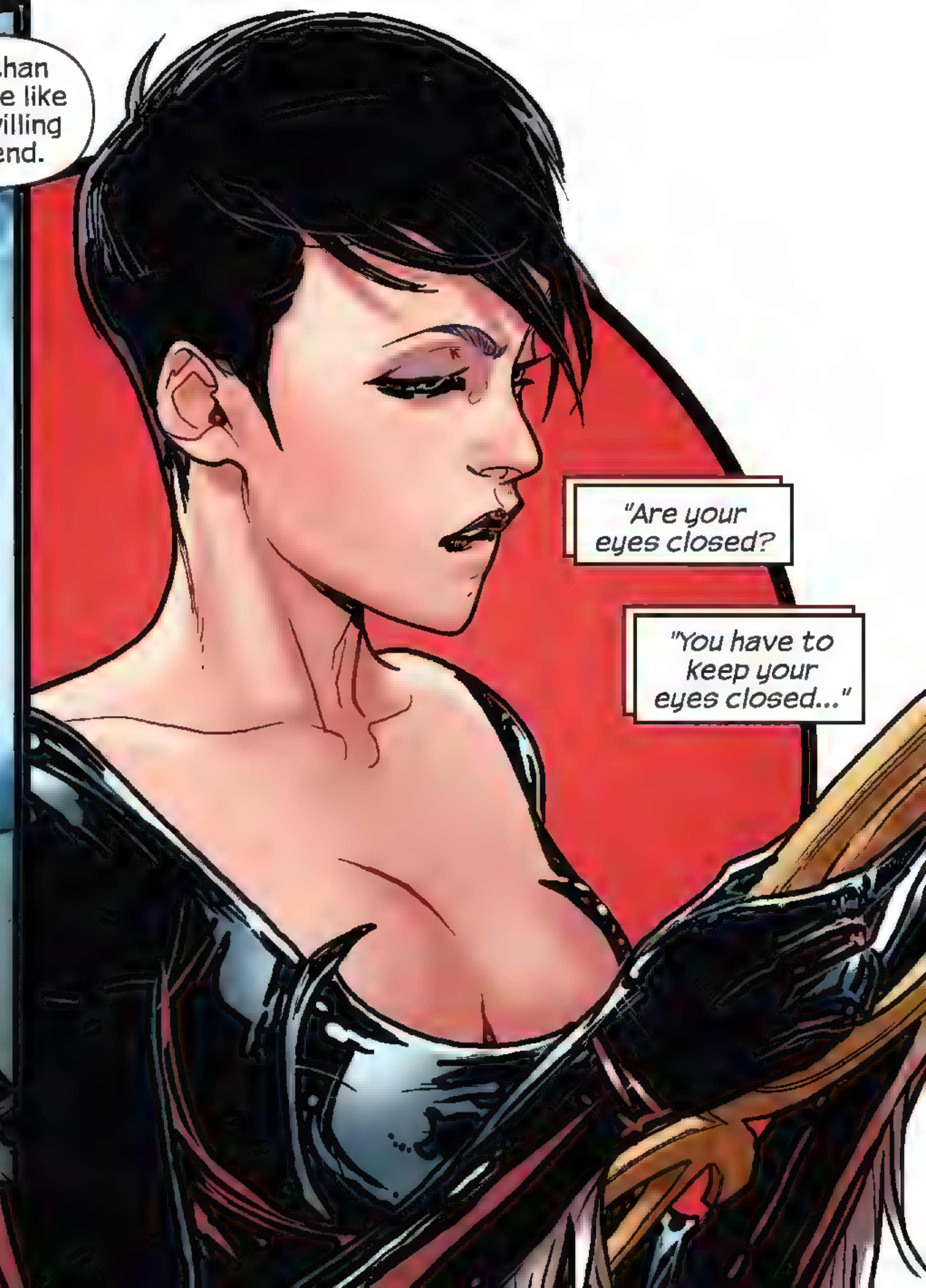
But if I have the key why not make the world better for me myself?

Because there's a price that comes with that.

What is it?



More than someone like you is willing to spend.



"Are your eyes closed?"

"You have to keep your eyes closed..."



Okay, open them...
Ta daa!
Oh my God.
Okay, this-- this is the coolest thing I have ever seen.
I know, right?

This is amazing.
Can I have one?
Do you have 700 million dollars?
Come on, you have so many.
Don't touch.

I know. This is really great.
Thanks for showing me this. This is inspiring.
There's not that many people who appreciate it so my pleasure.

Why do the other super heroes hate me?

They don't hate you. They just think you're... a spaz.

Captain America thinks I'm a spaz?
Truth be told I don't think he thinks that much of me either.
I try really hard you know.

I do.
But, guys like us, we have to take responsibility for our actions.
I thought all I was *doing* was taking responsibility for my actions.

If you were a normal kid, you would be considered--if you were a normal kid, you would be exceptional.
But you're not--you have amazing gifts.
And with great power comes great responsibility.

Yeah. You know what? That's not bad.
I know.
You should--you should try to live by that motto.
That's a good motto to live by.

I know!!



Mr. Stark--
I believe we
have a code
white.

Whoa--

Yes
Jarvis--

I'm detecting a rather
unusual uncataloged
energy source surging
in the Soho district of
the city.

Let me
see--



Whoah--

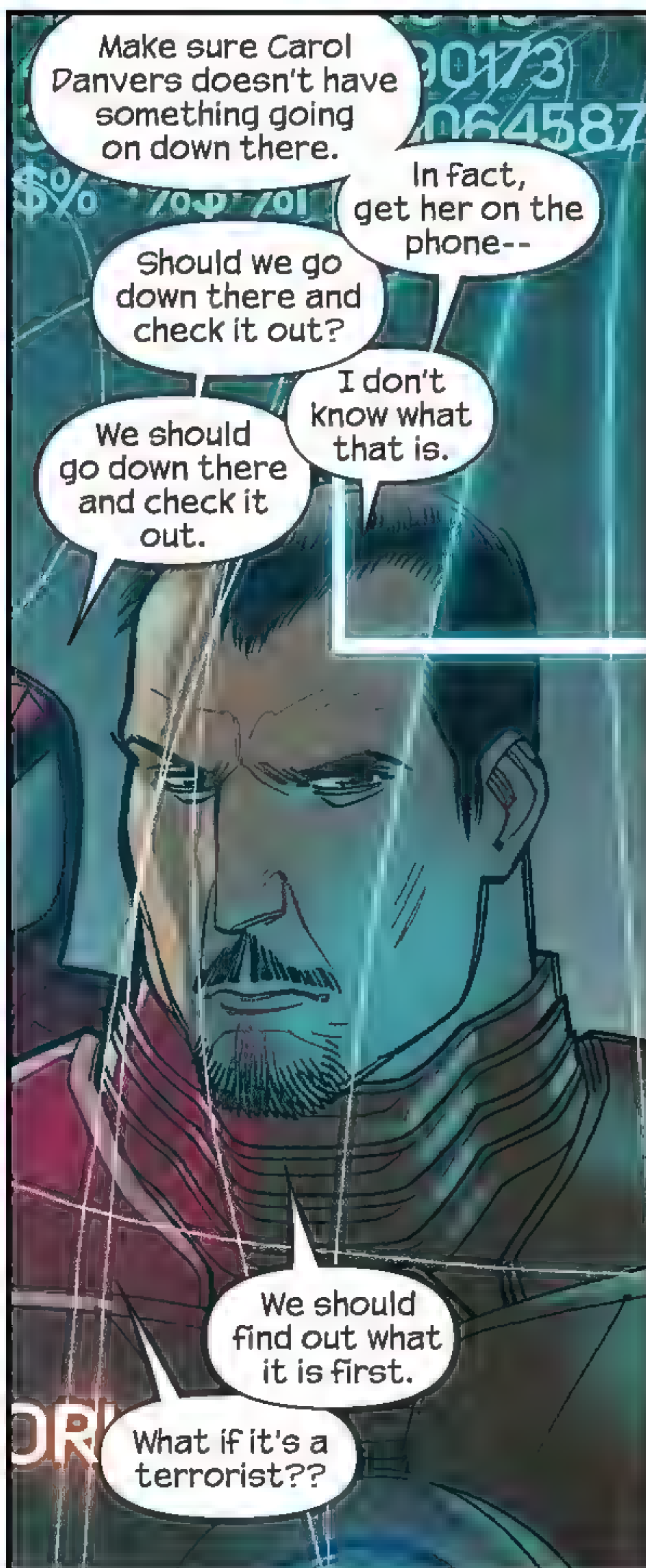
That
is odd.

I have connected
and updated S.H.I.E.L.D.
headquarters. They are
searching their
databases now.

Record
it.

I have already
taken the
liberty, sir.

SOHO
NEW YORK CITY



Make sure Carol
Danvers doesn't have
something going
on down there.

In fact,
get her on the
phone--

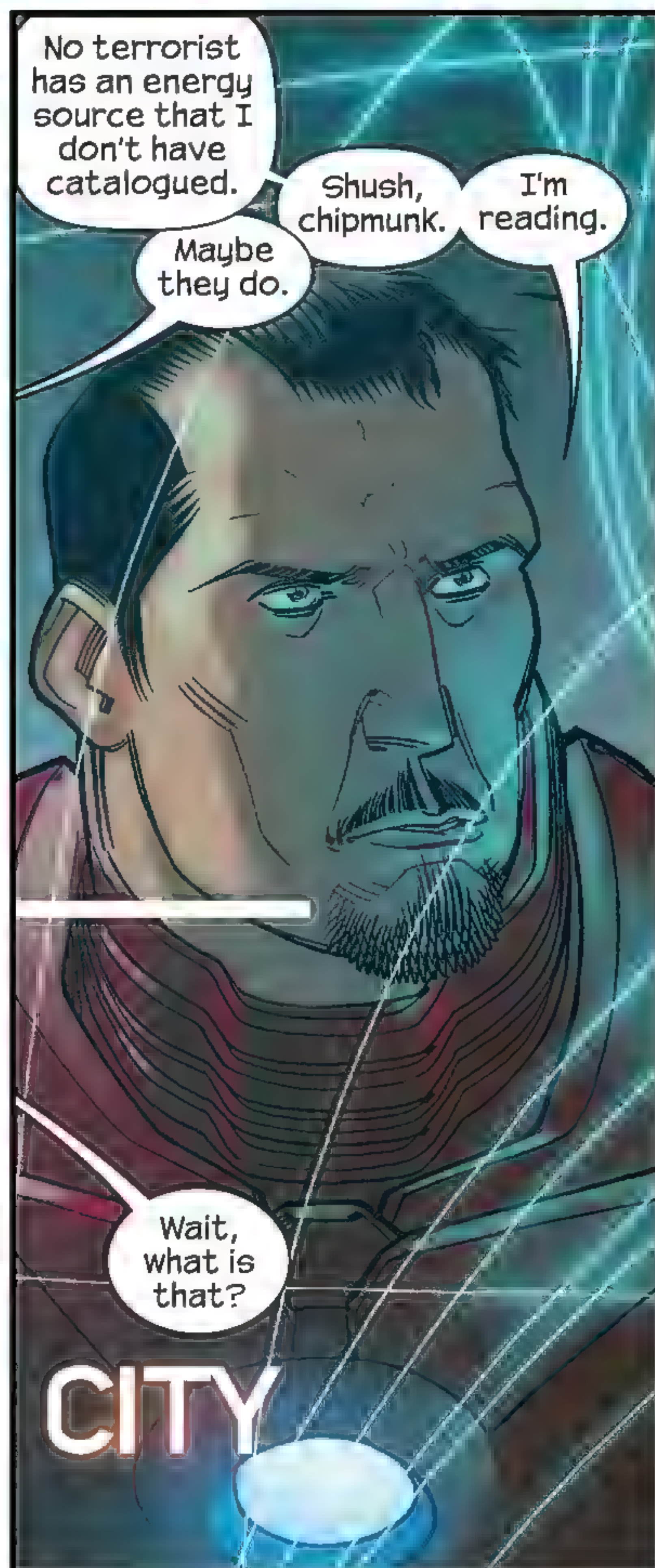
Should we go
down there and
check it out?

We should
go down there
and check it
out.

I don't
know what
that is.

We should
find out what
it is first.

What if it's a
terrorist??



No terrorist
has an energy
source that I
don't have
catalogued.

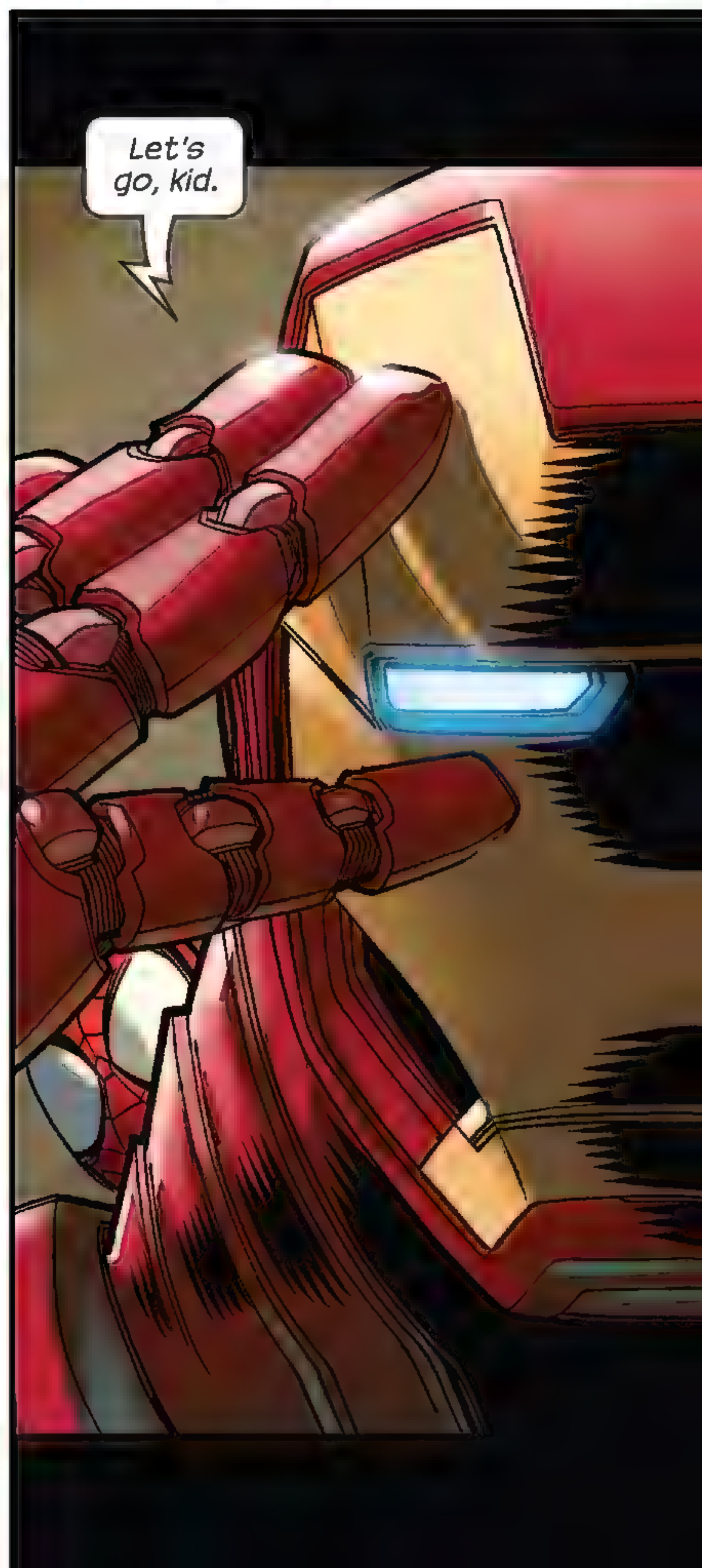
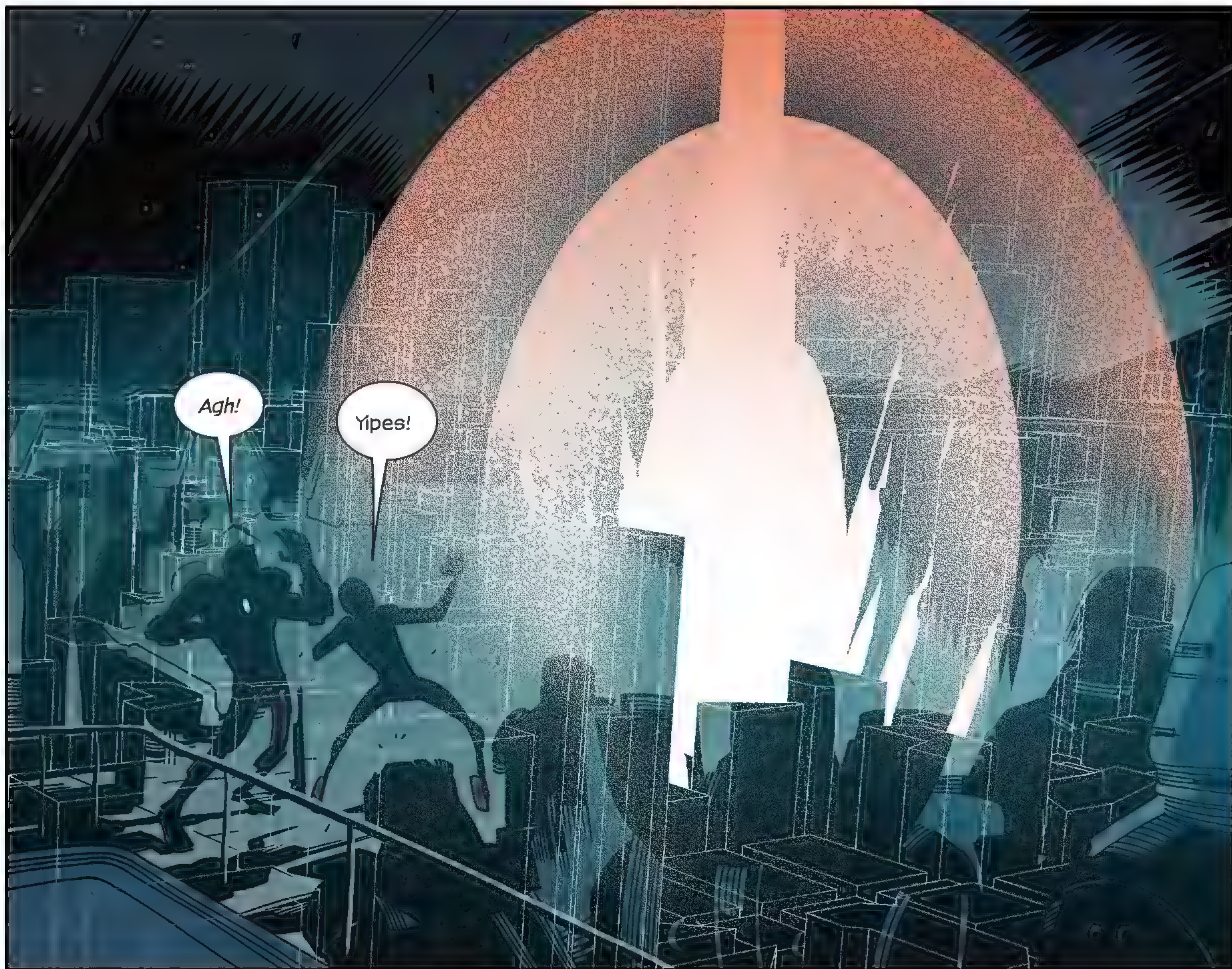
Shush,
chipmunk.

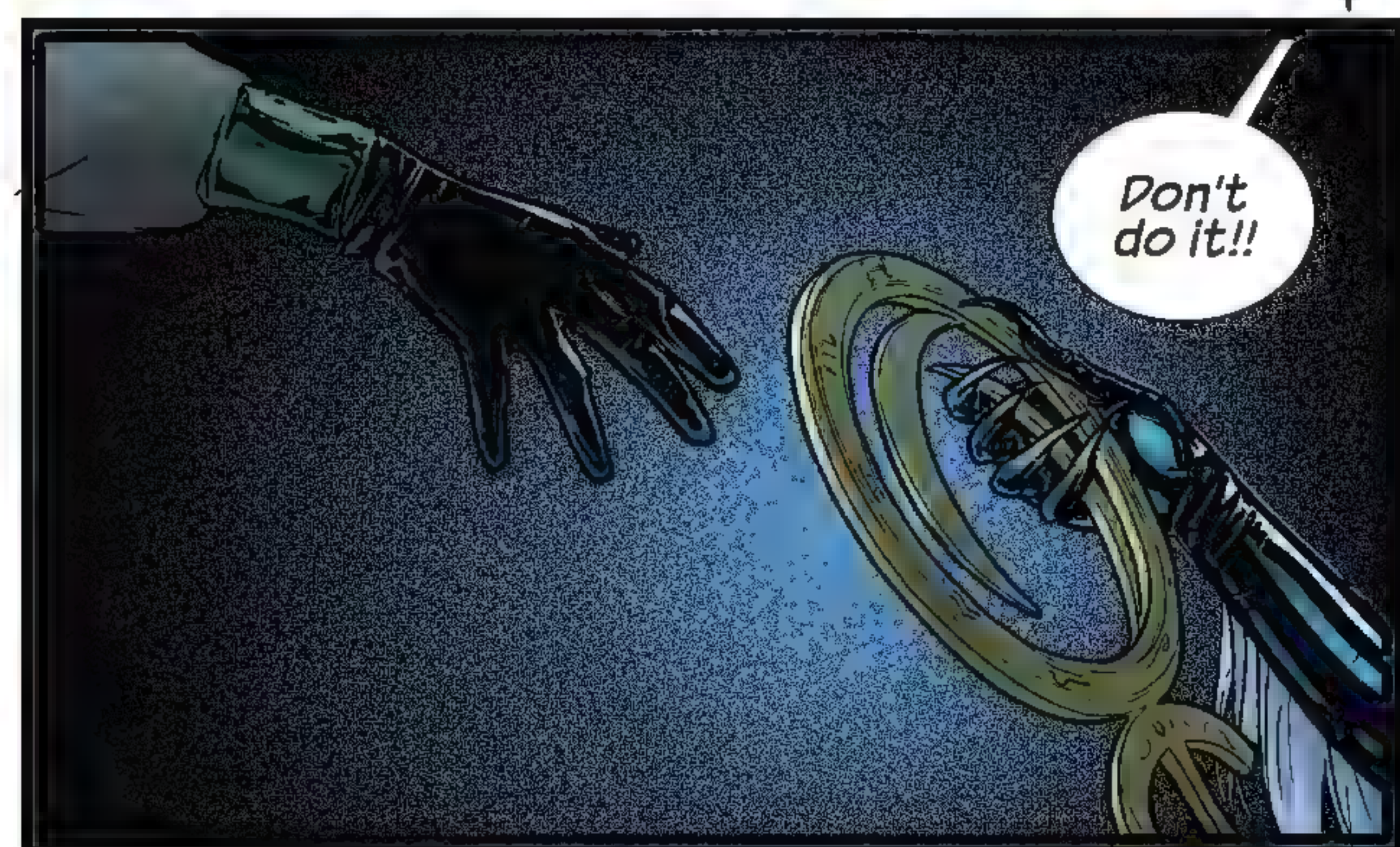
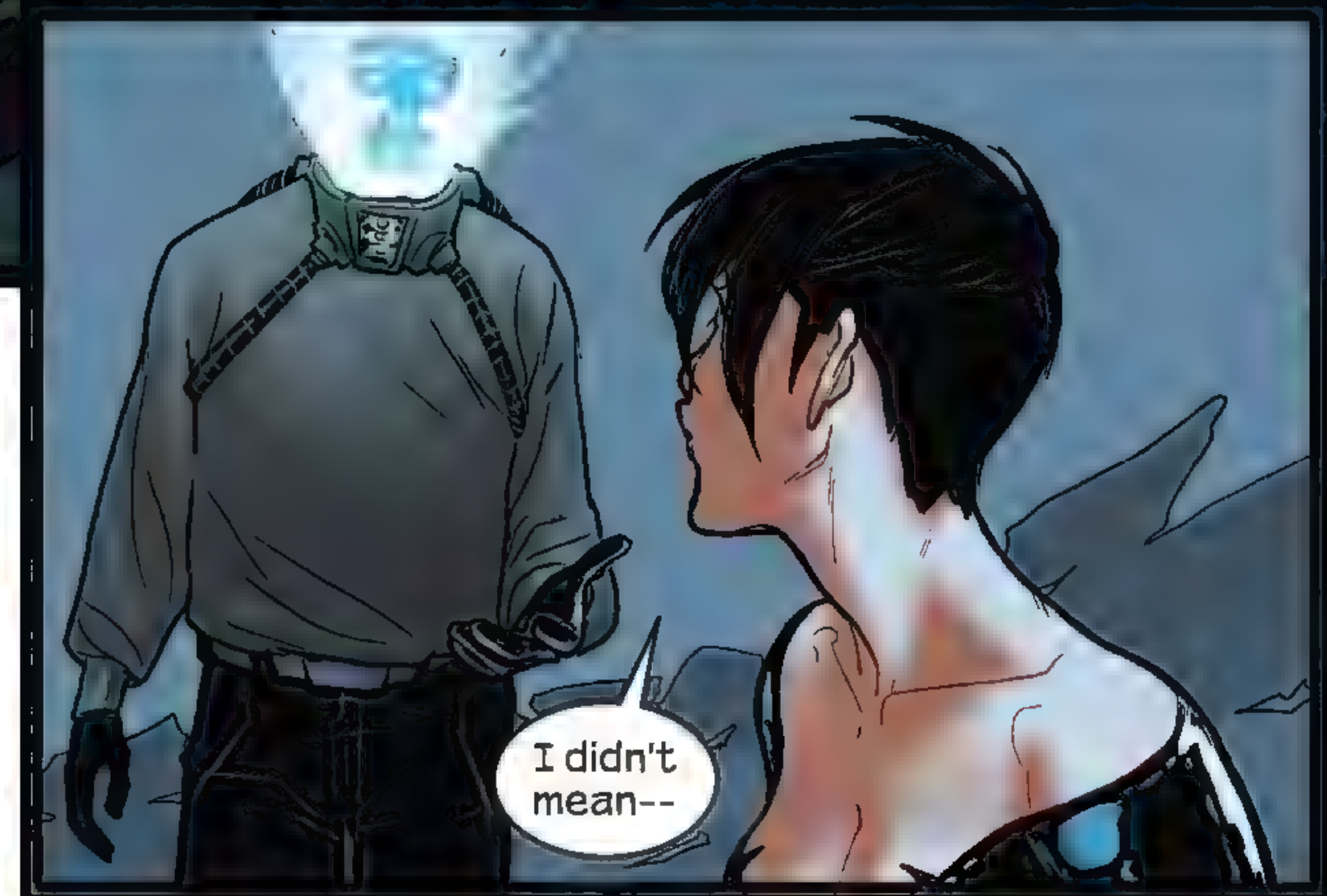
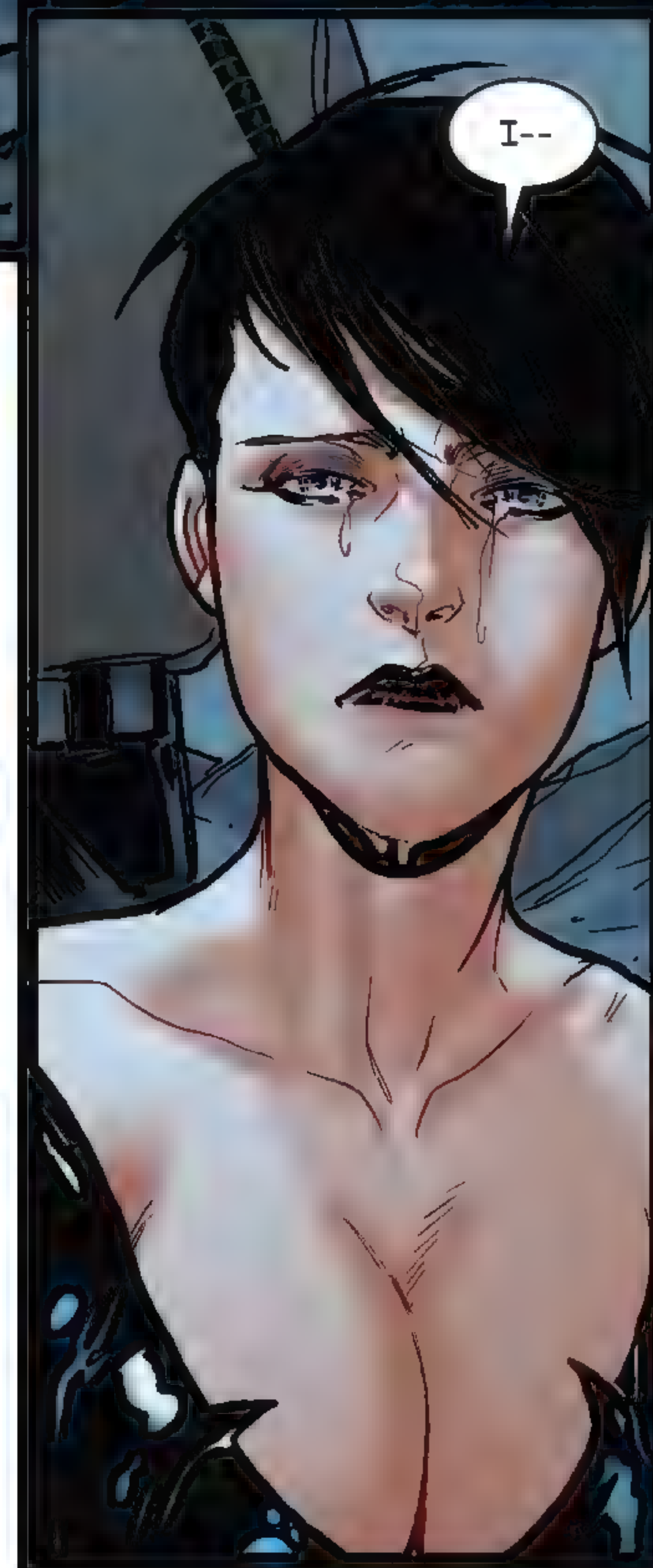
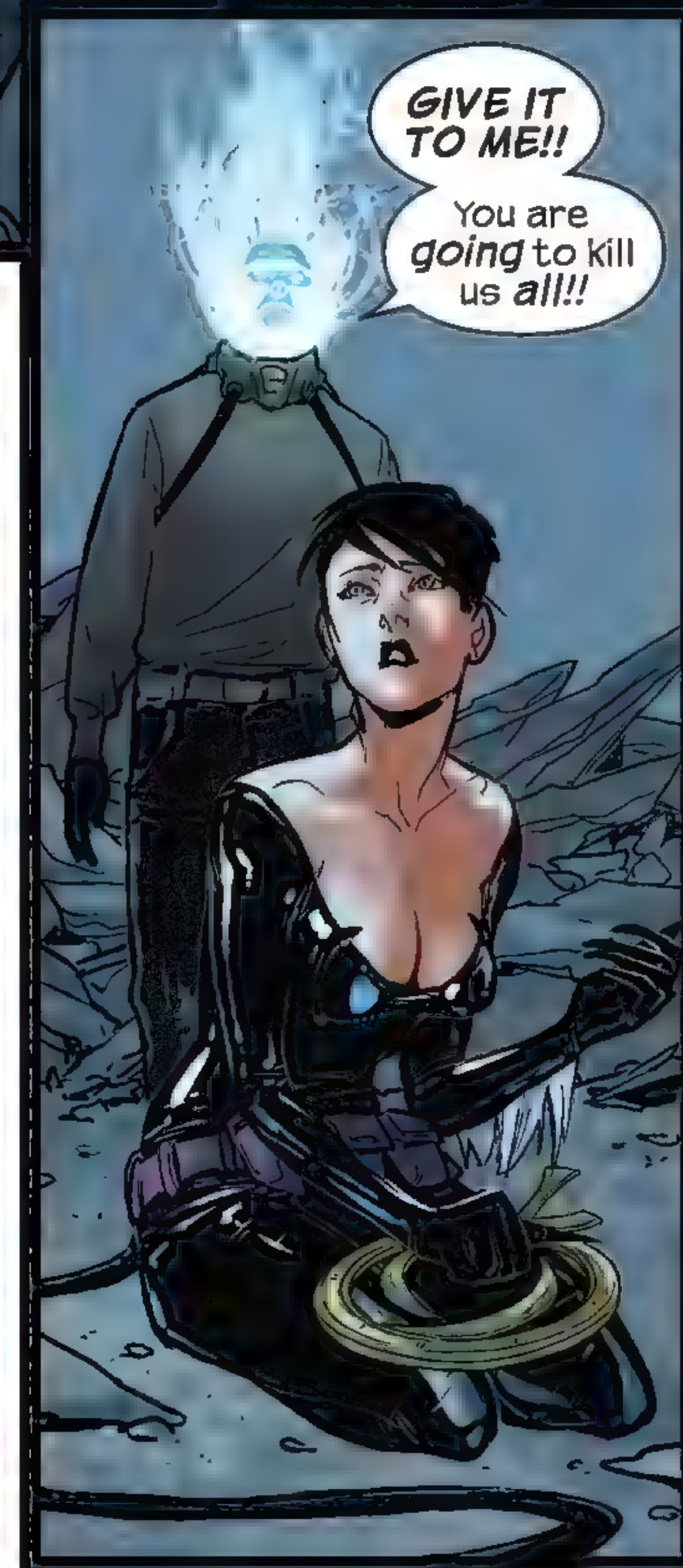
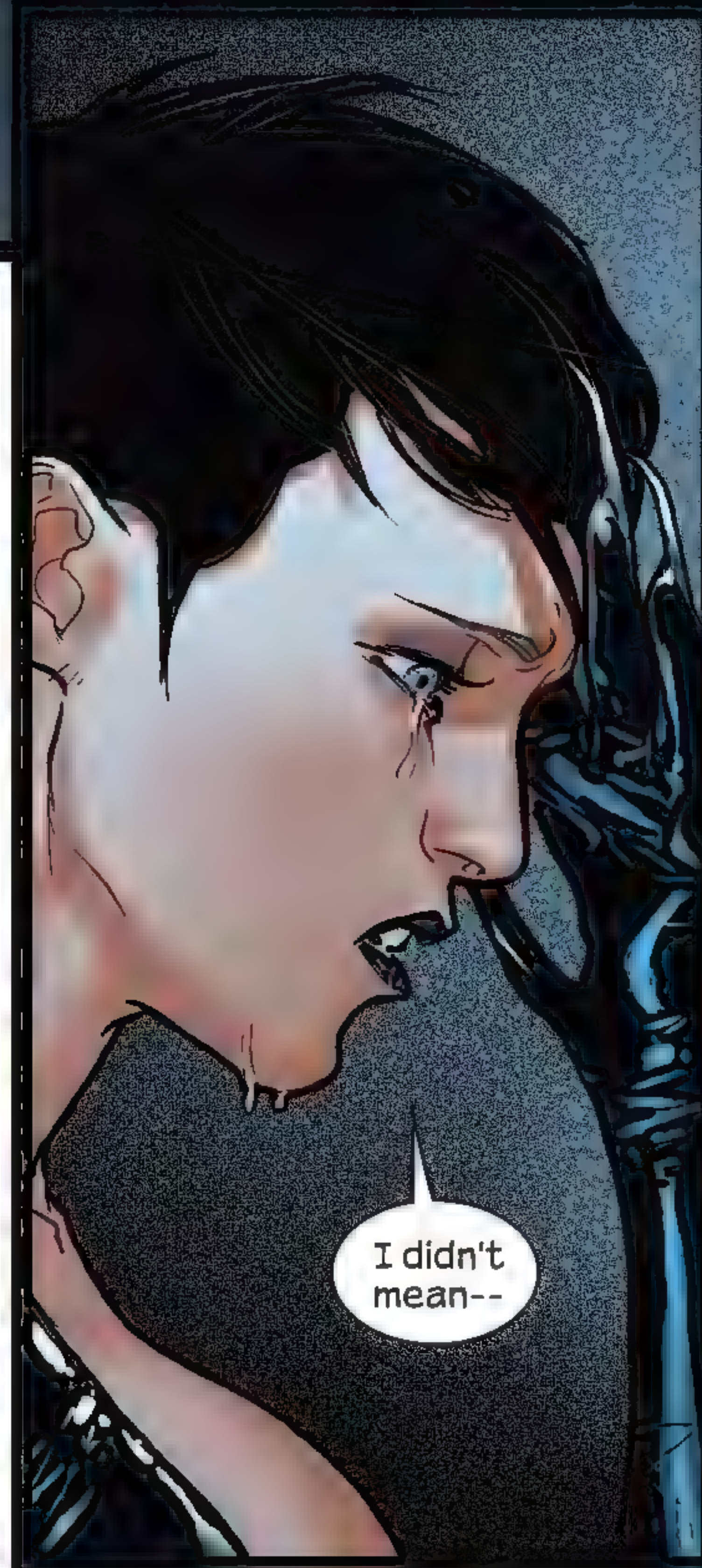
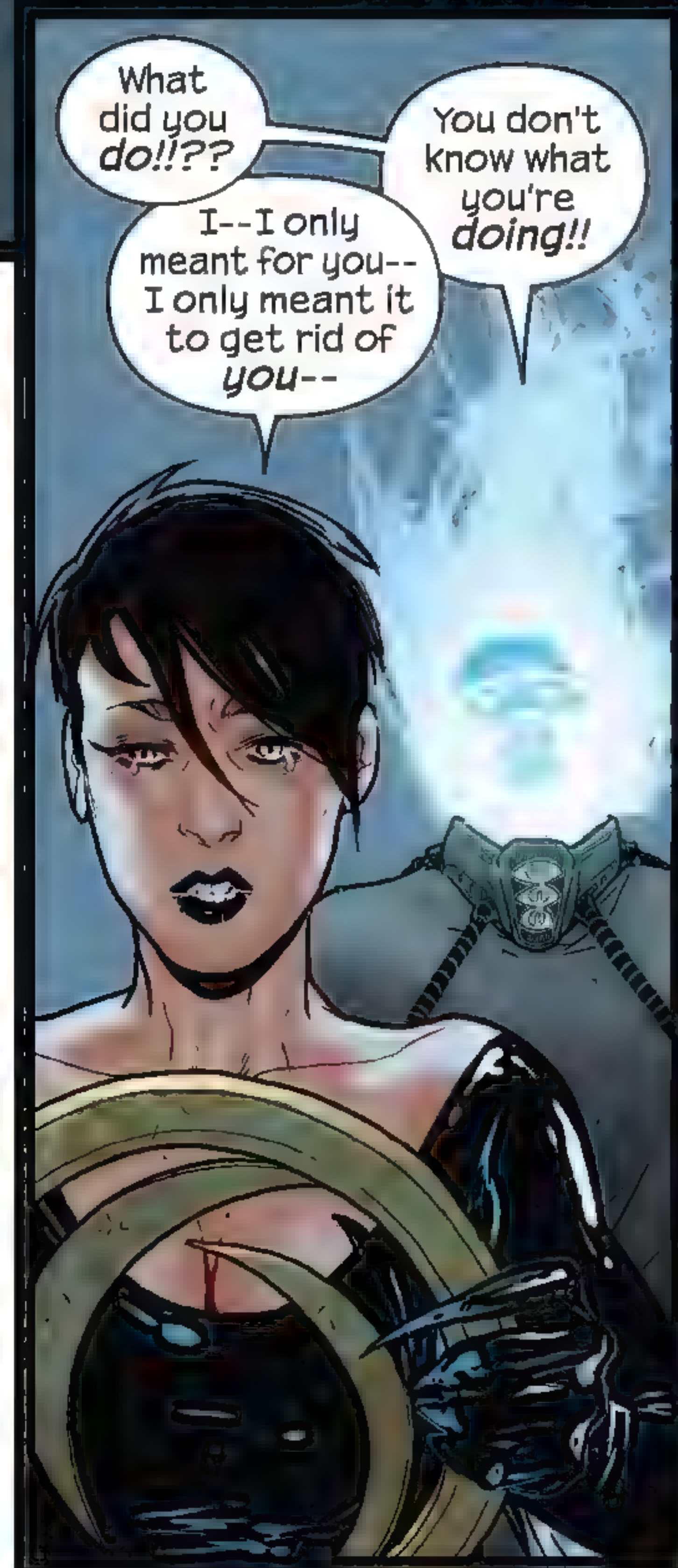
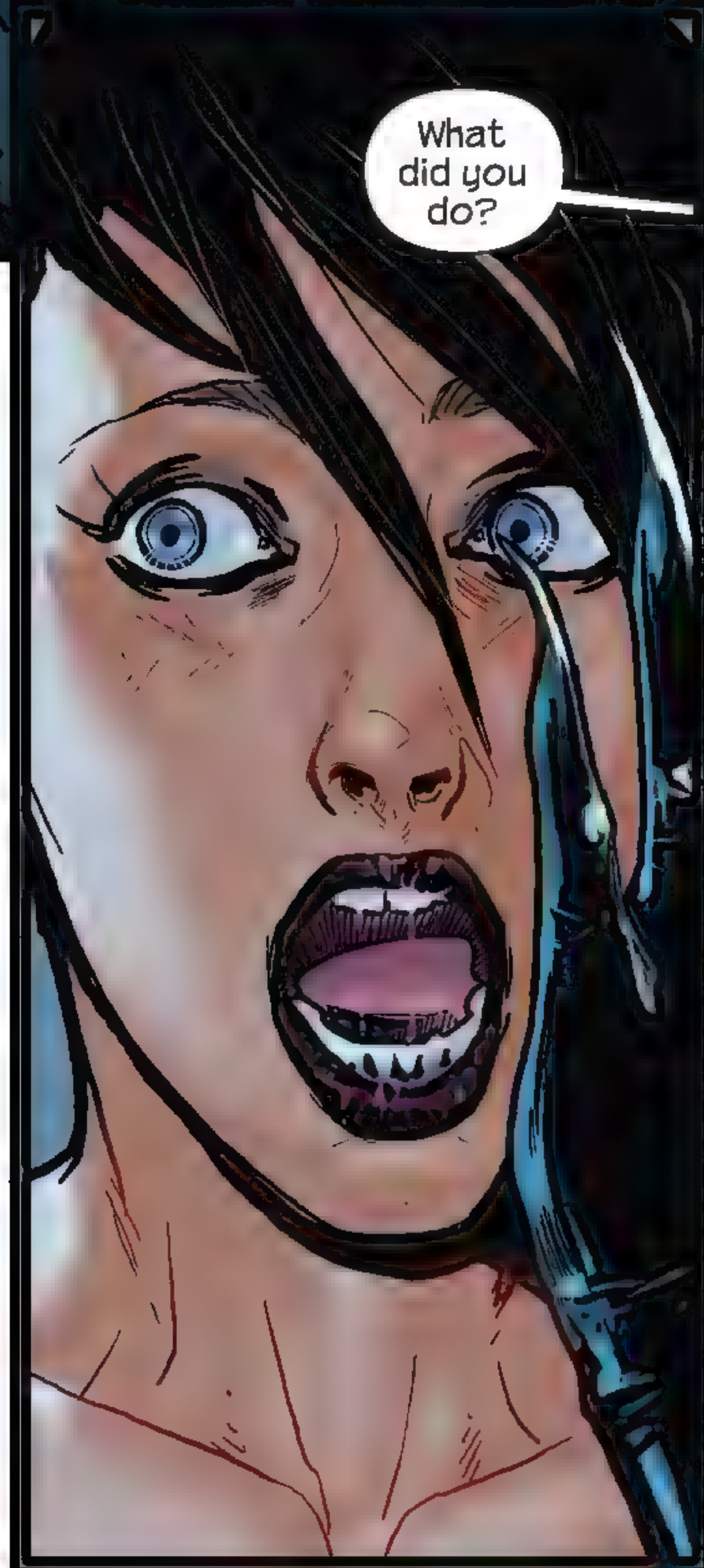
I'm
reading.

Maybe
they do.

Wait,
what is
that?

CITY







DON'T!!



Too late.







Queens.



Oh!!

Uh, Mary Jane!!

Gwen??



You're back?

I am.

I'm all back.

Wow.

Okay, wow.

I was going to call you, but I shockingly don't have your number.



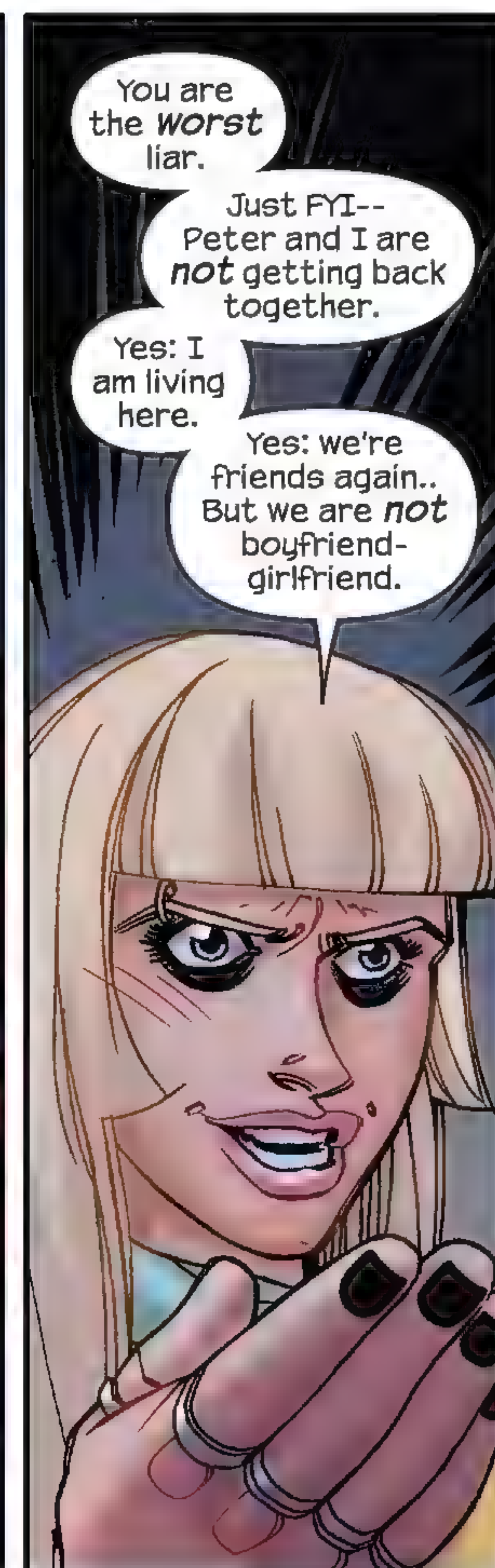
Did you and Peter-- did you and Peter, um, make up?

Yeah, we're all cool now.

Oh, okay.

That's-- that's great.

Wow.



You are the *worst* liar.

Just FYI-- Peter and I are *not* getting back together.

Yes: I am living here.

Yes: we're friends again.. But we are *not* boyfriend-girlfriend.



Um...

Well...

Okay then.

Is, uh, Peter Home?



No, he's...up there.

You know, being you know who.

I thought Aunt May told him to take a break from that.

Well, maybe, but that was before all the super heroes in New York City decided *he* needed training.

Training?



Iron Man actually *showed up here* to take him for a training lesson.

Tony Stark was *here*?!

He came *here*?!

In the fancy armor.

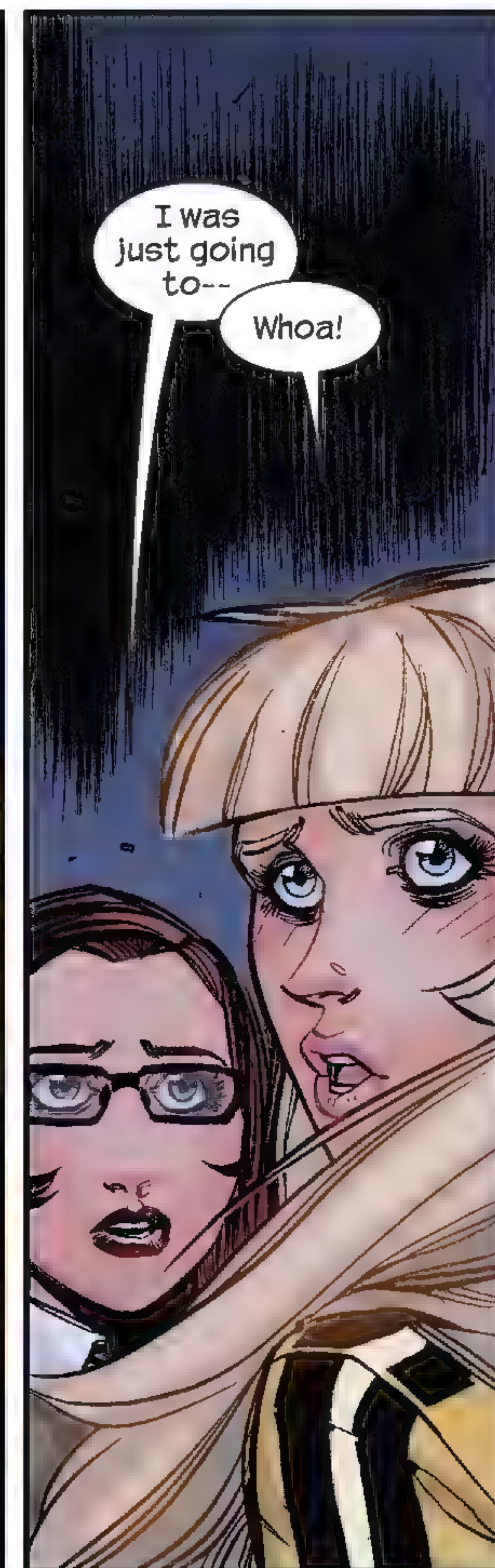


They're going to *train him* to be a super hero so he doesn't spaz out and make huge giant messes anymore.

That's...

That's not a bad idea actually.

I know, right?



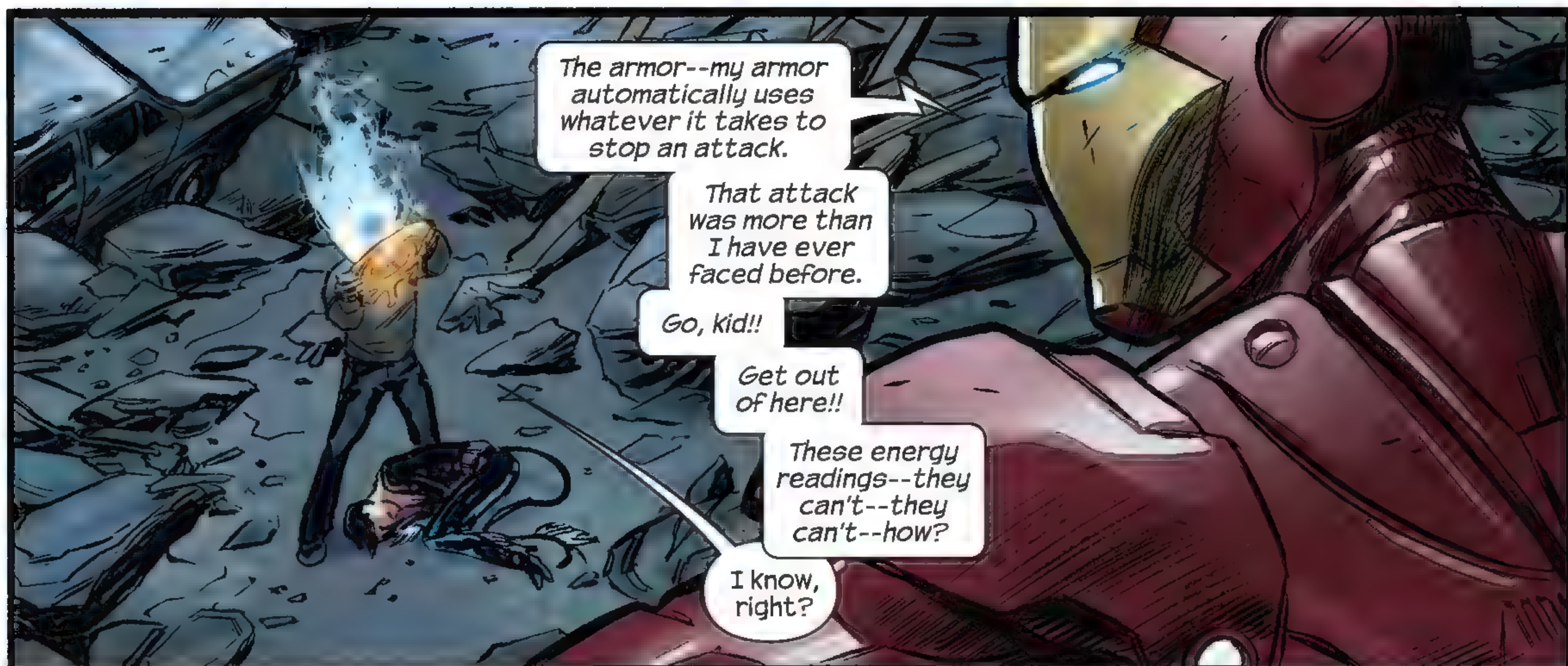
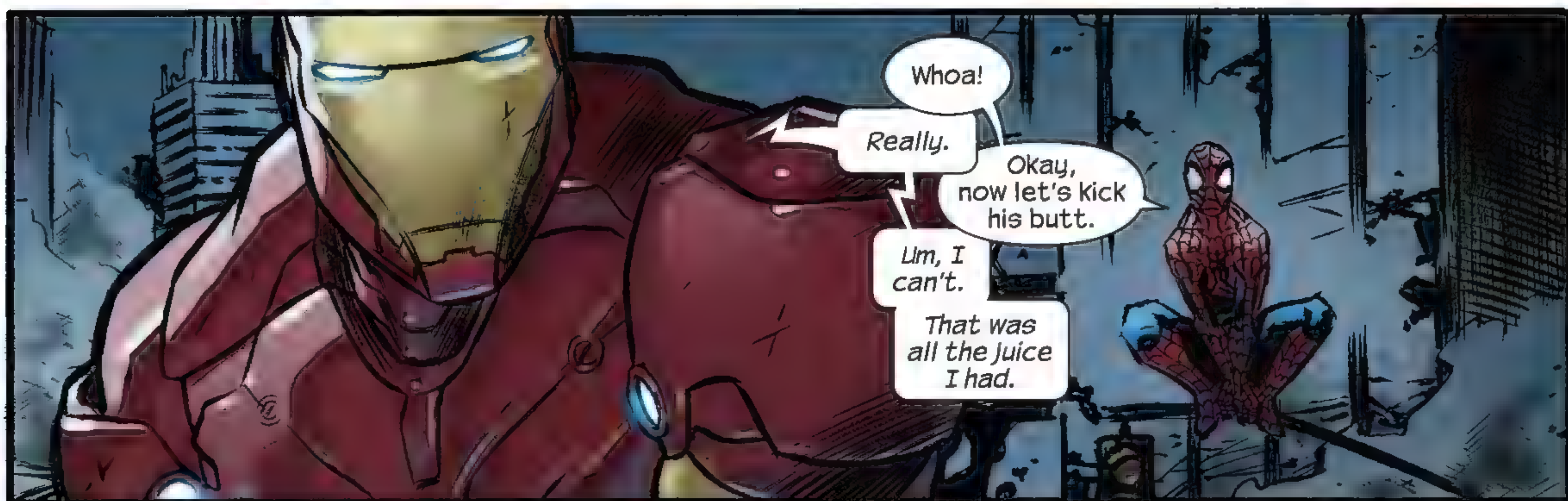
I was just going to--

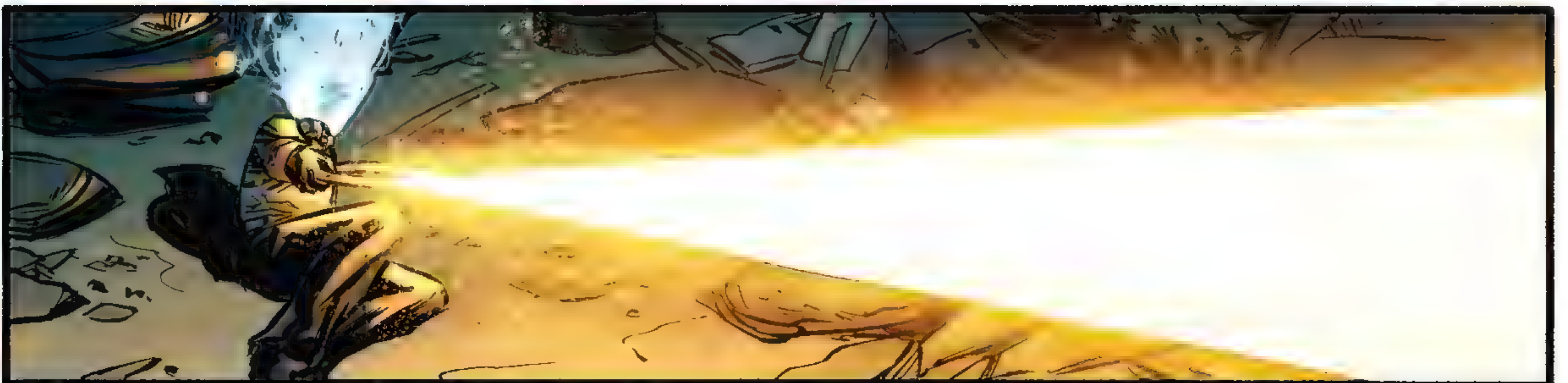
Whoa!



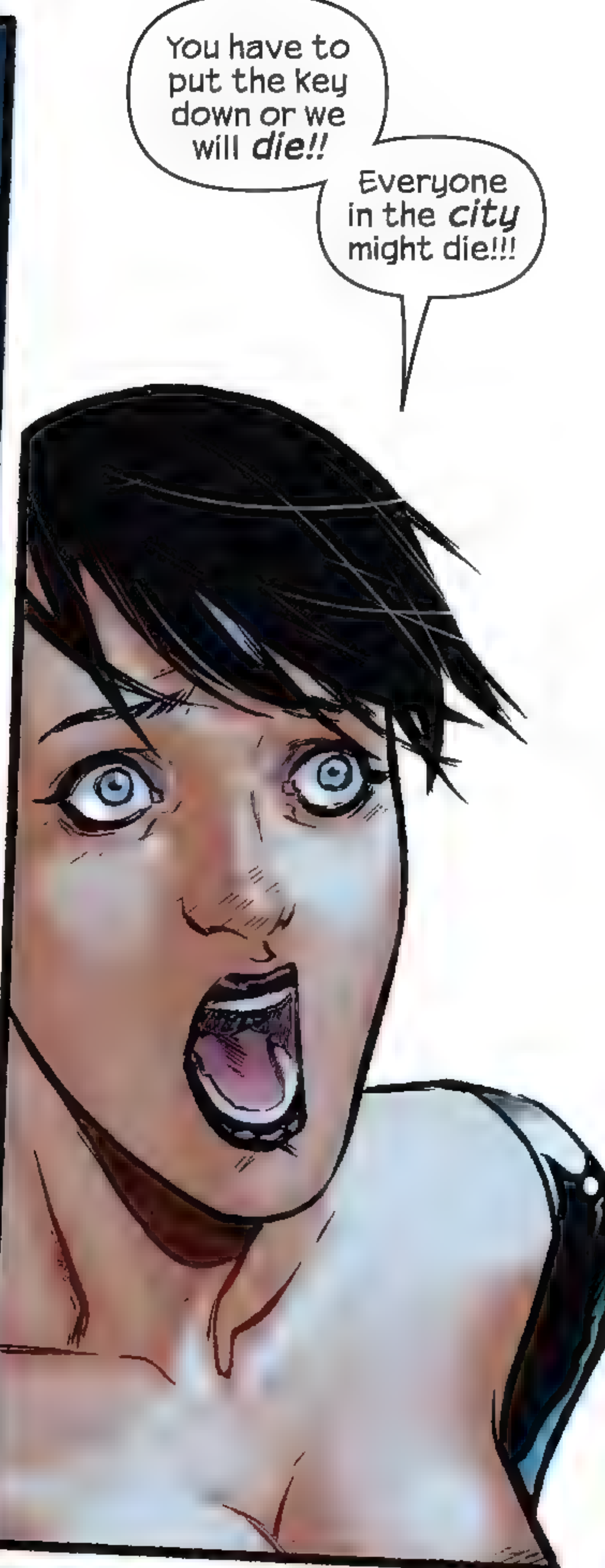


SOHO.

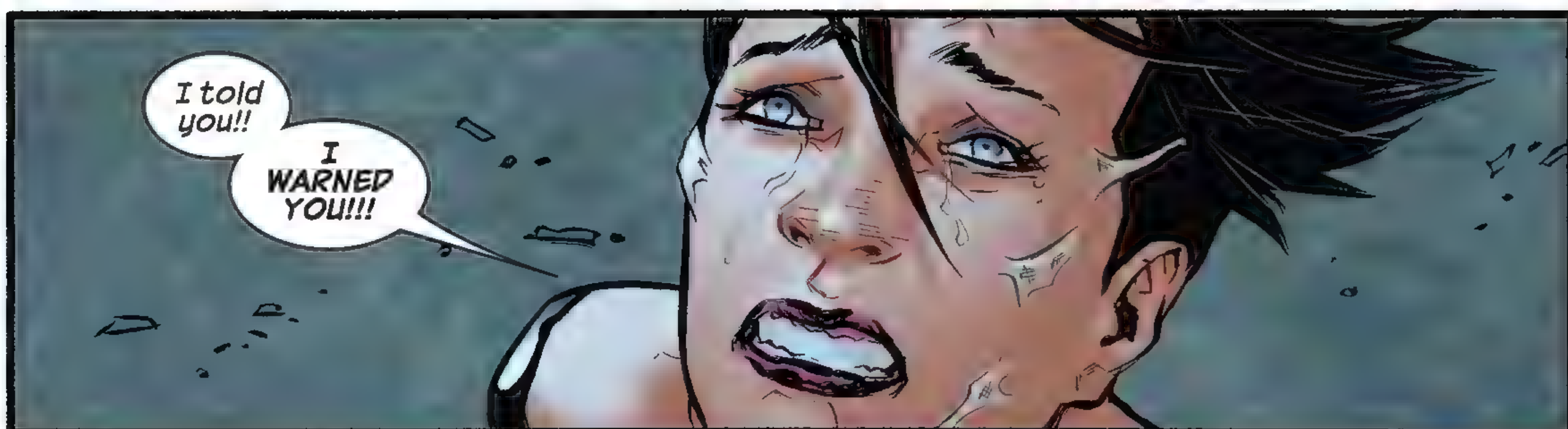












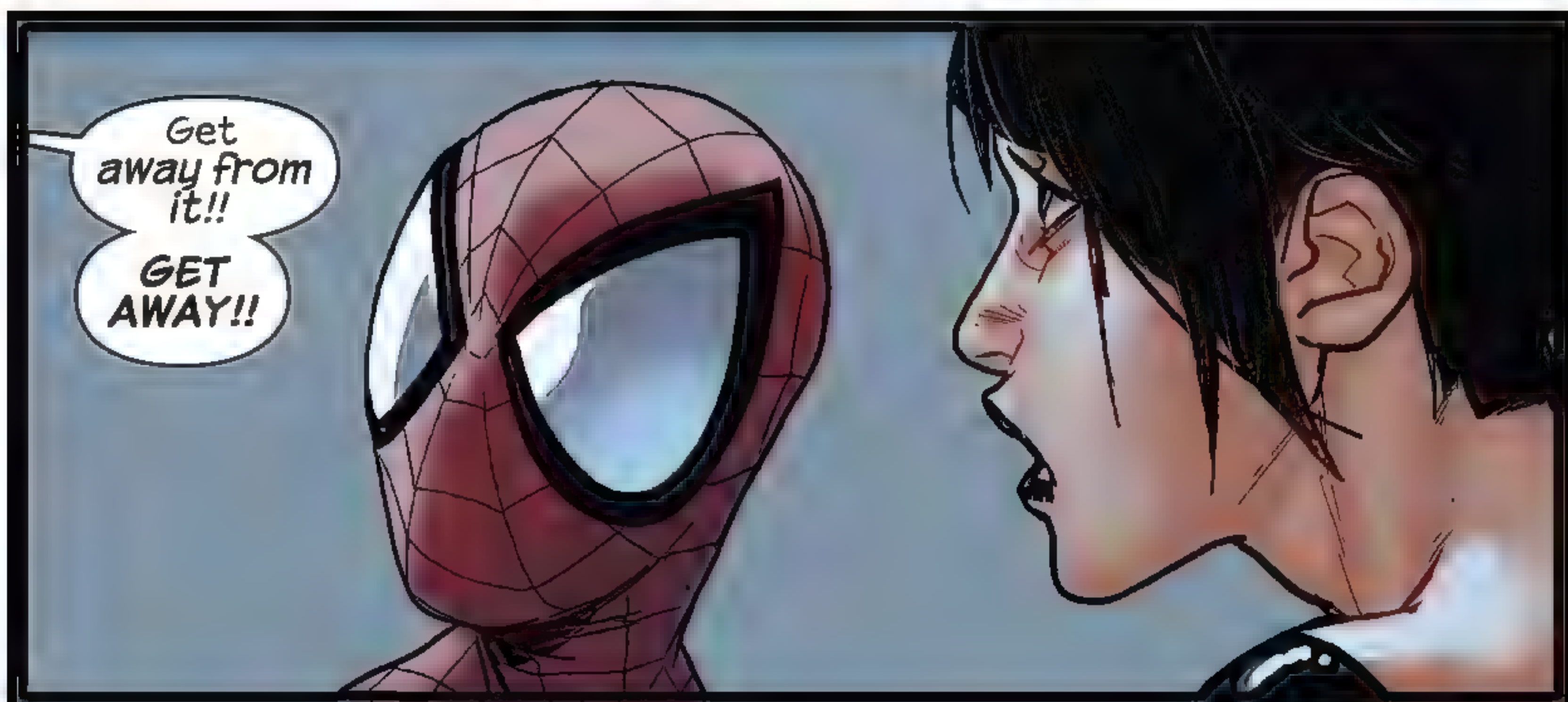
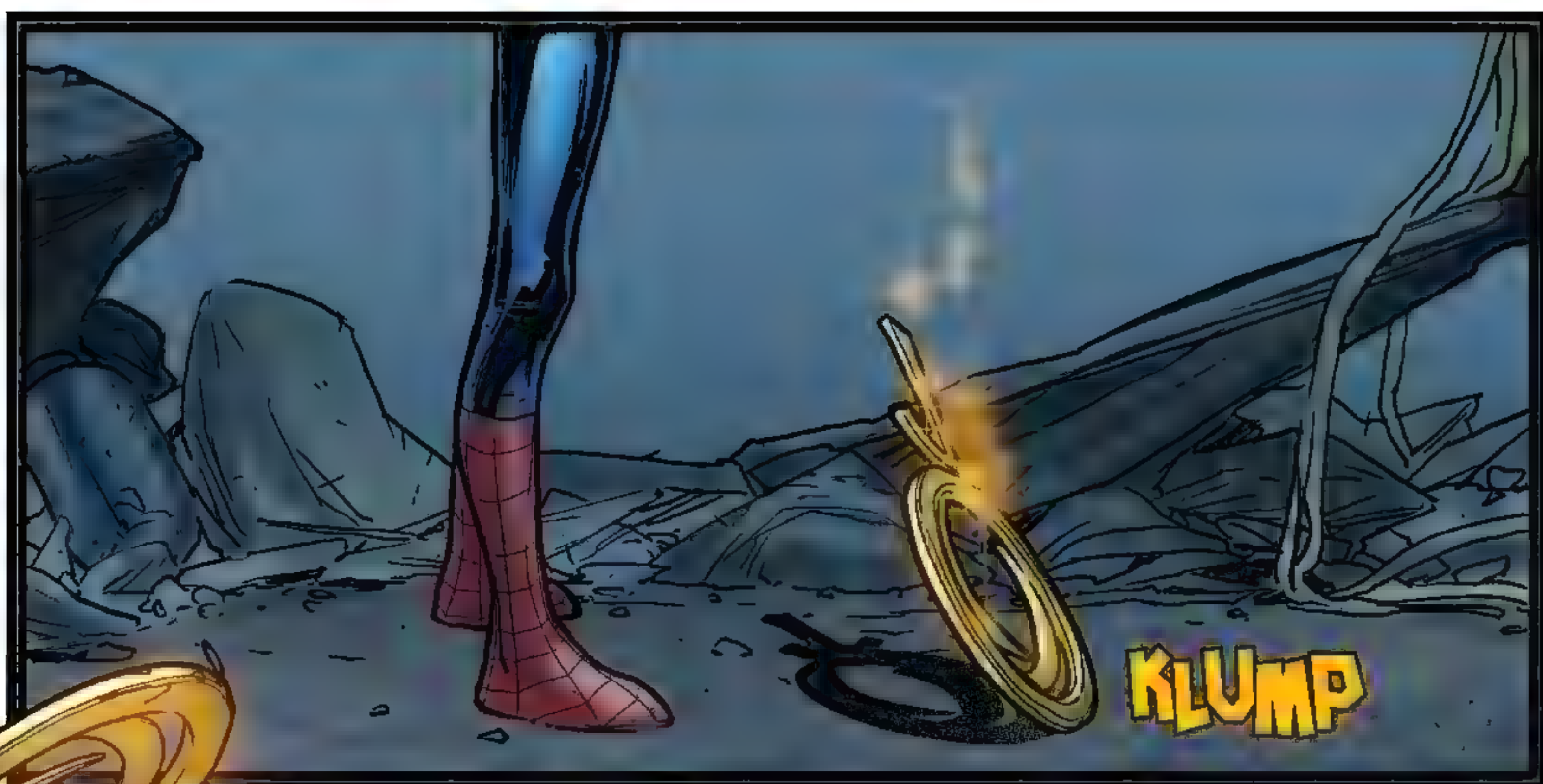


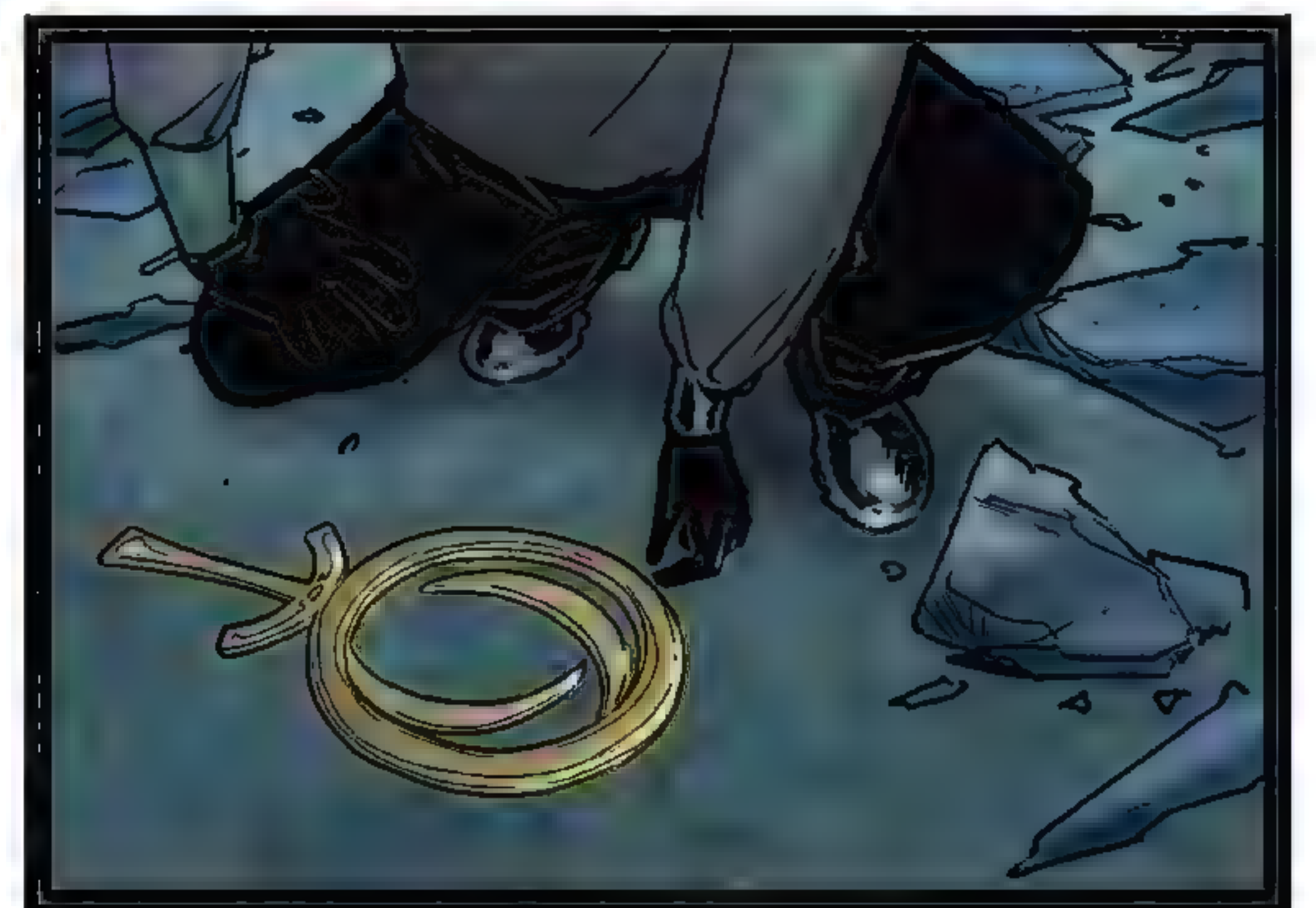
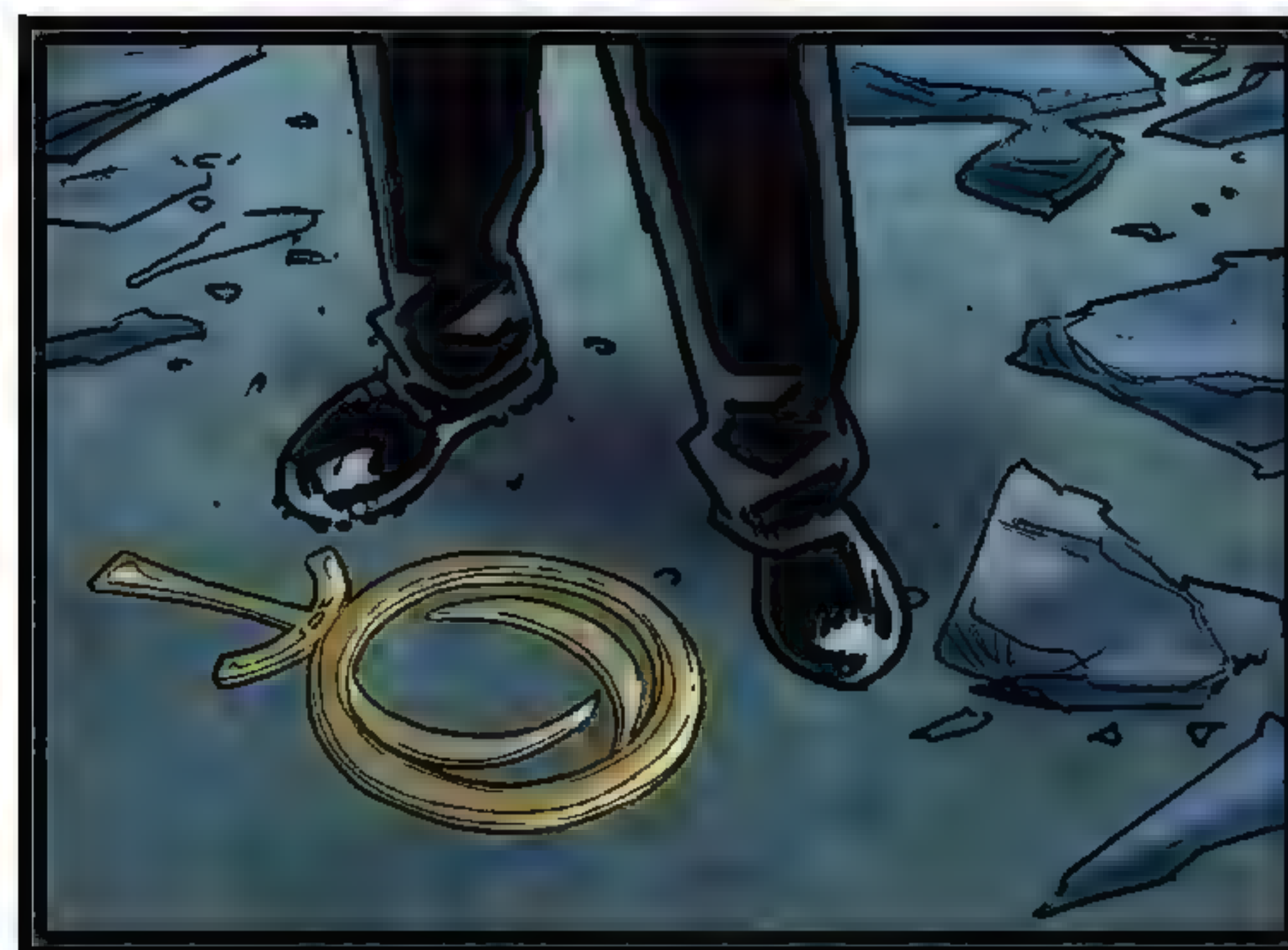
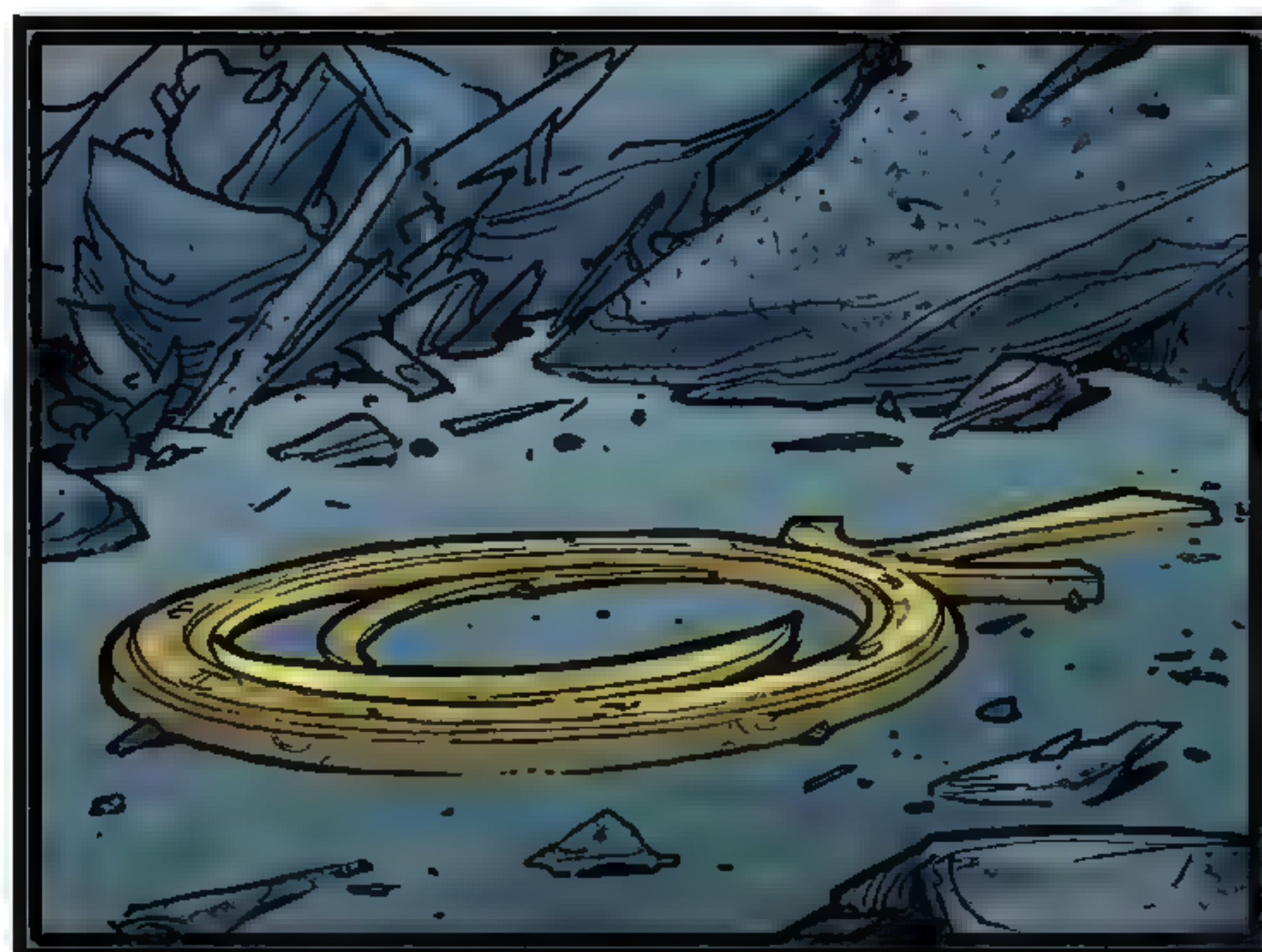
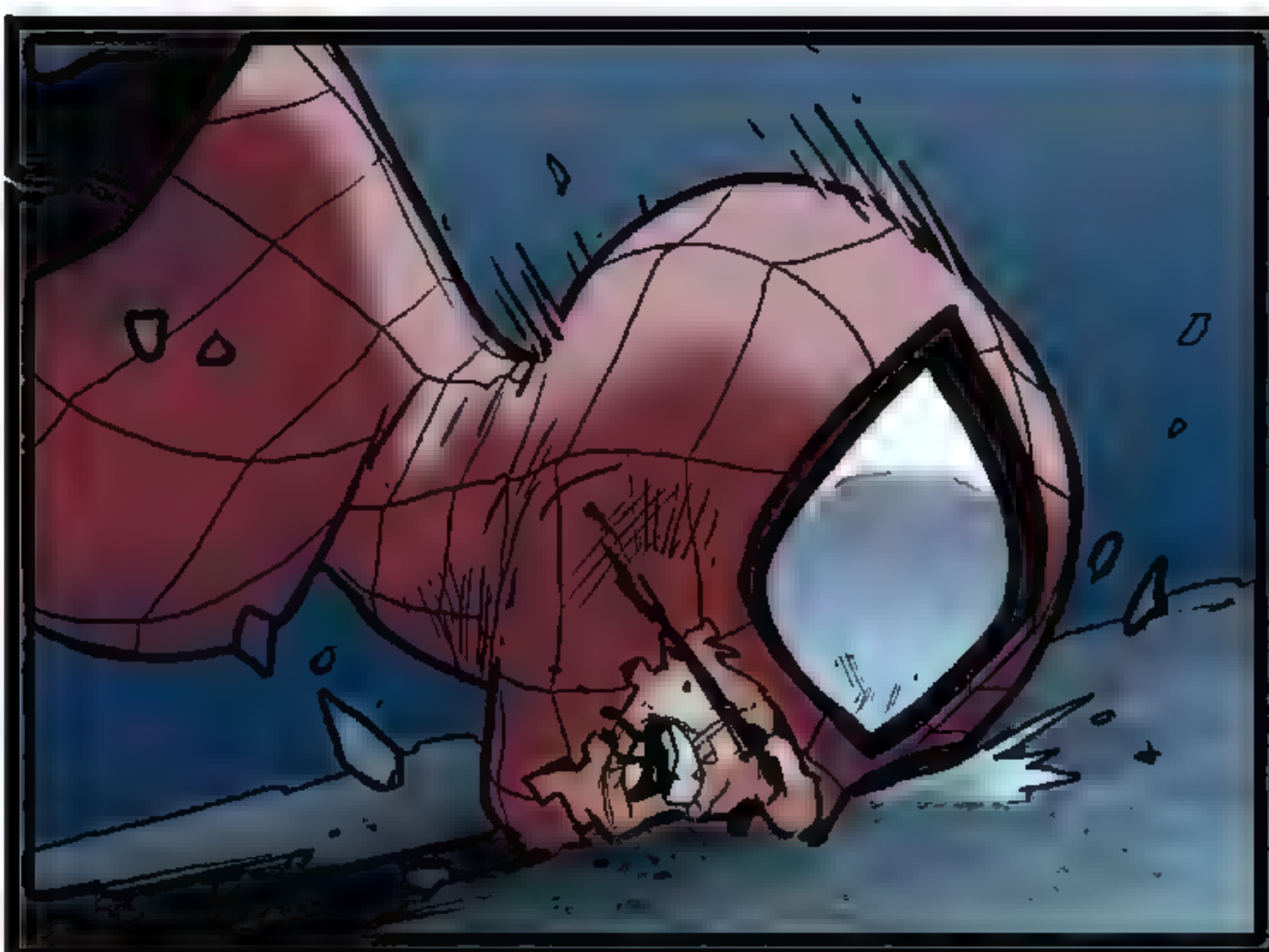
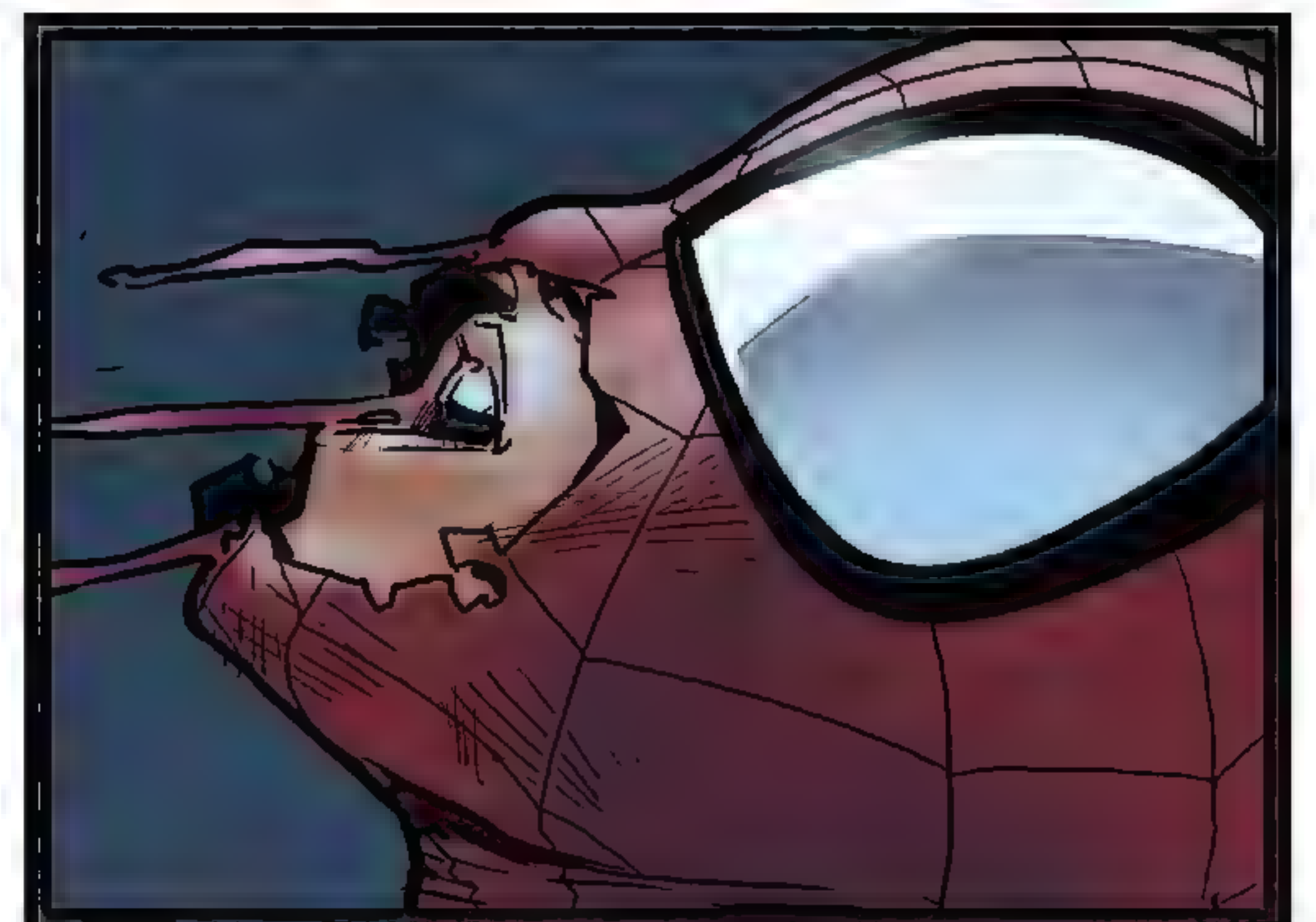
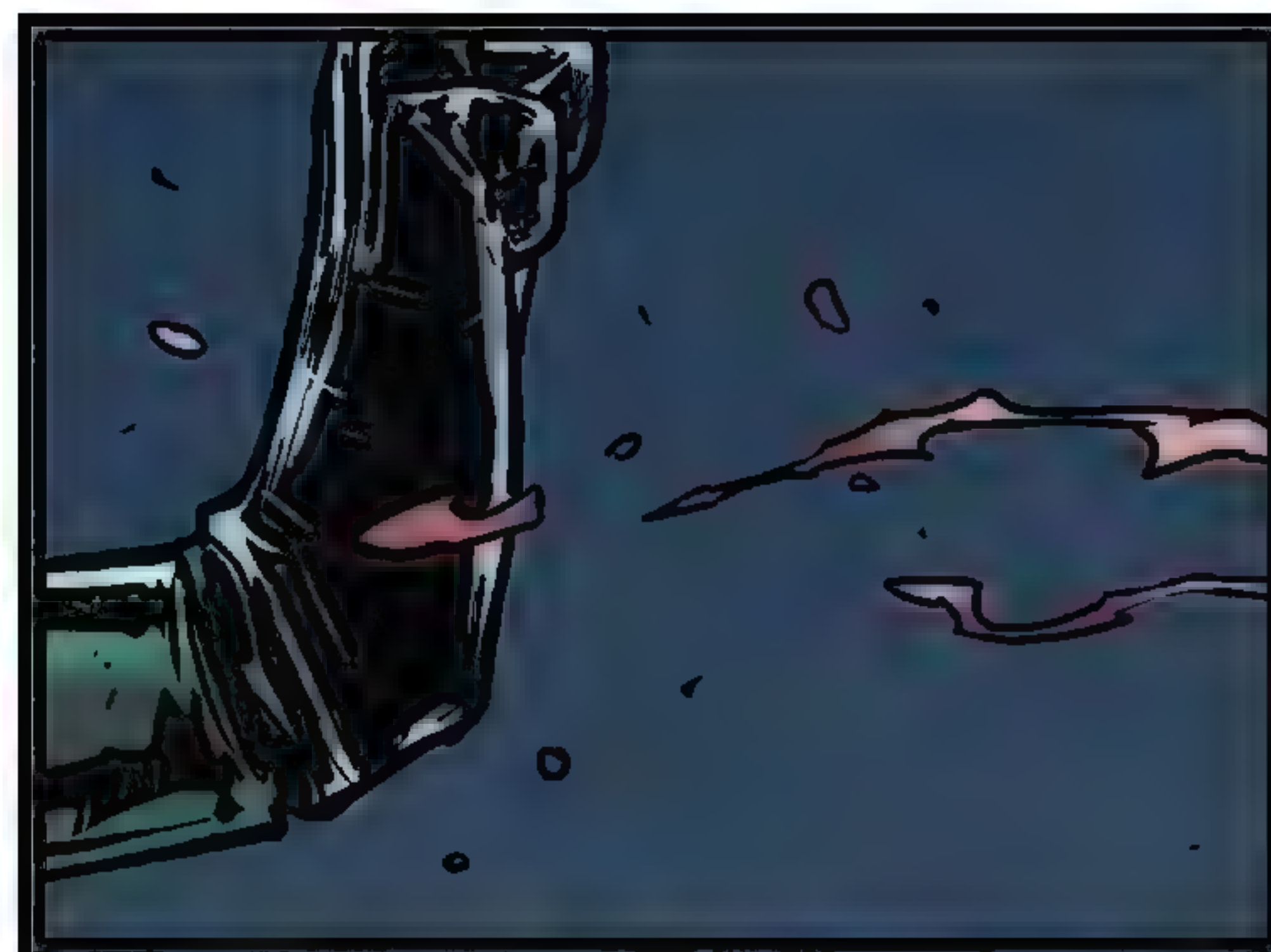
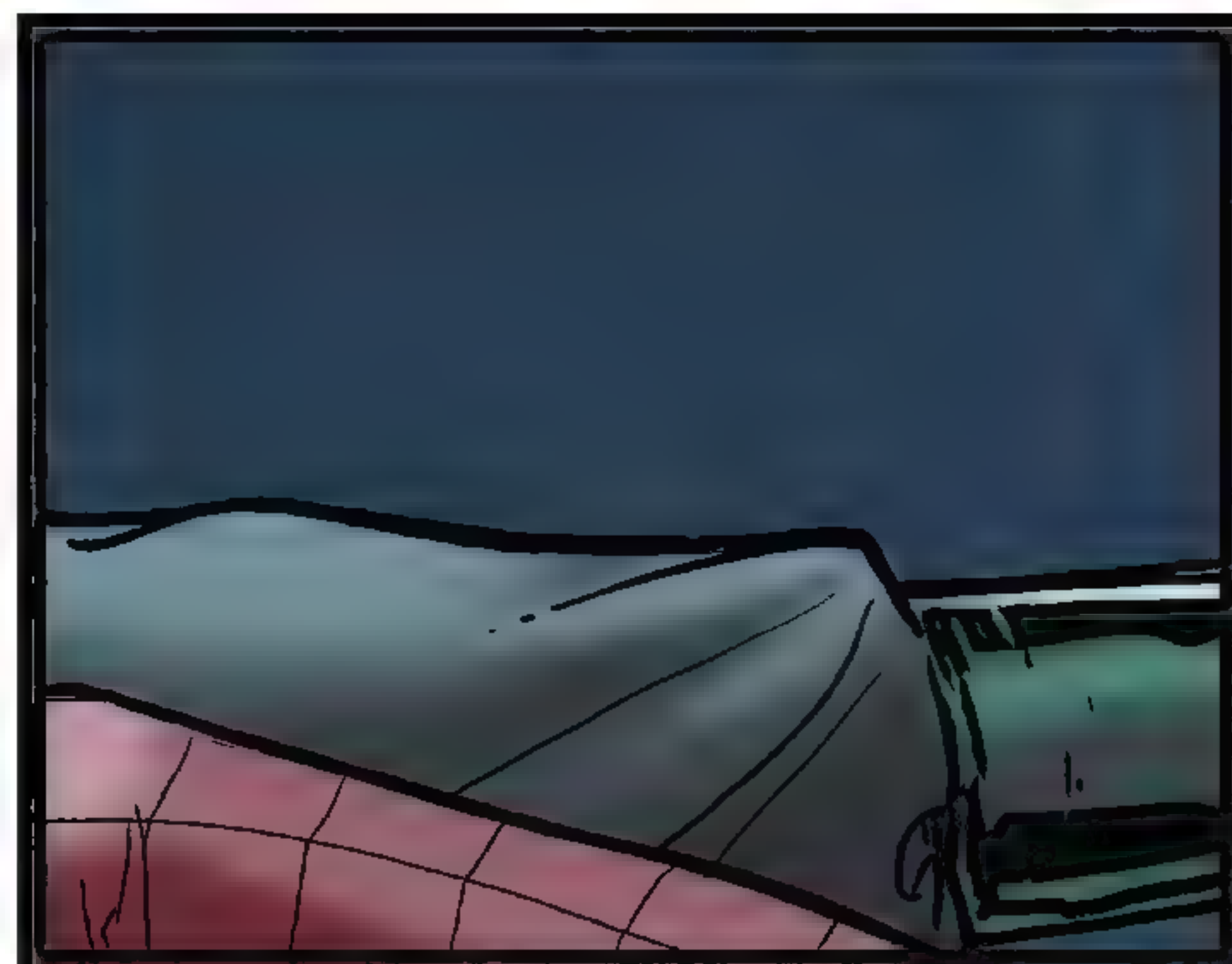
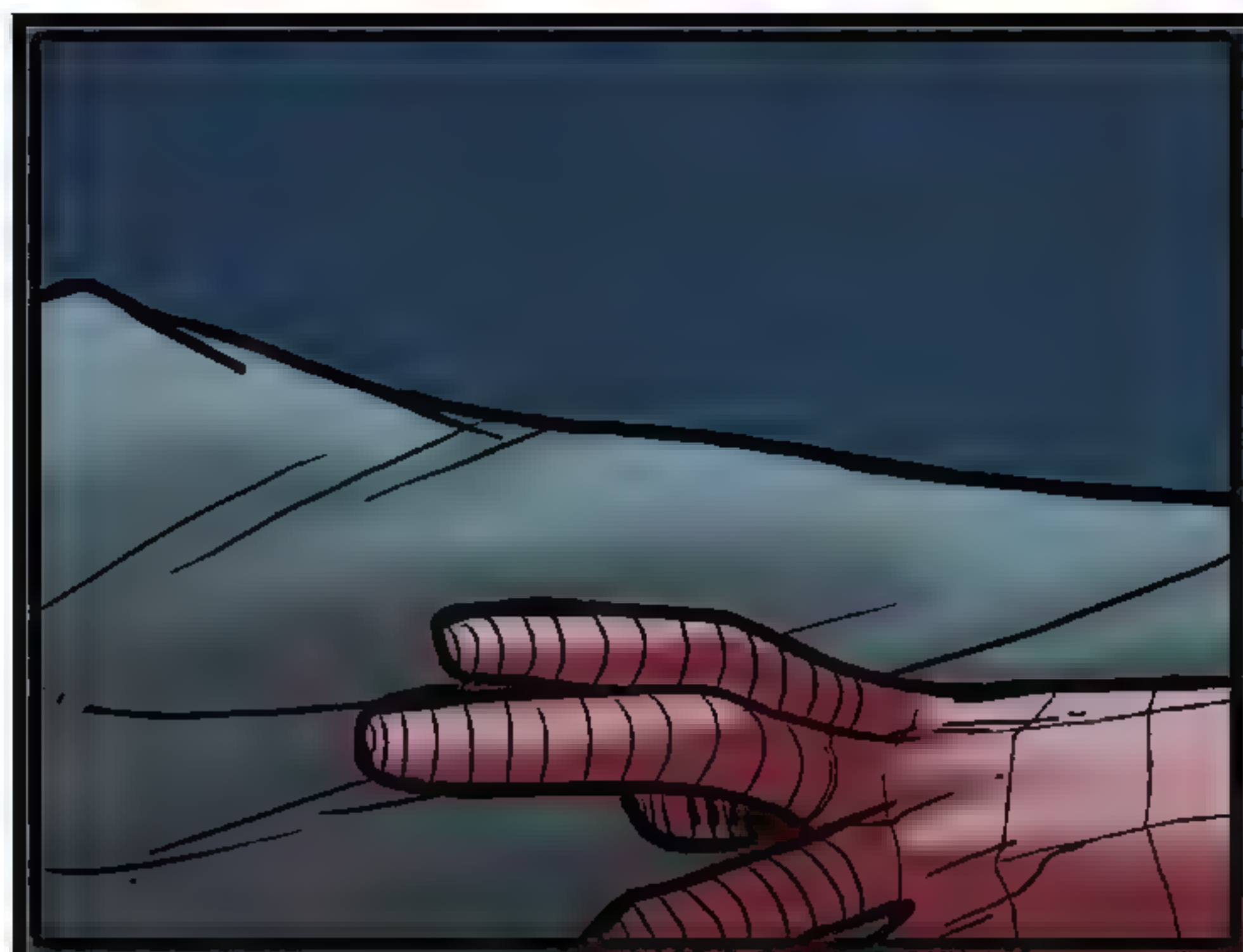
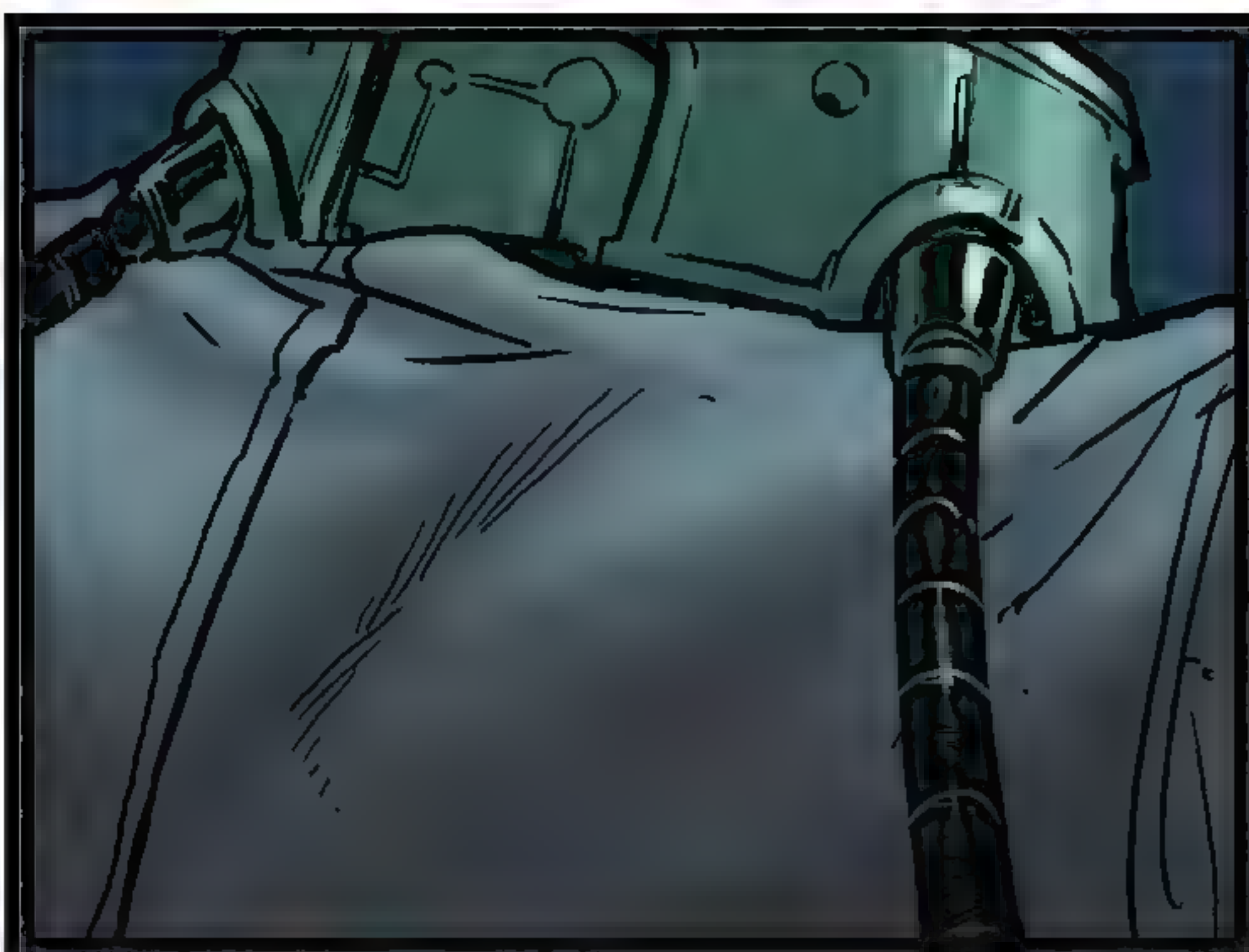
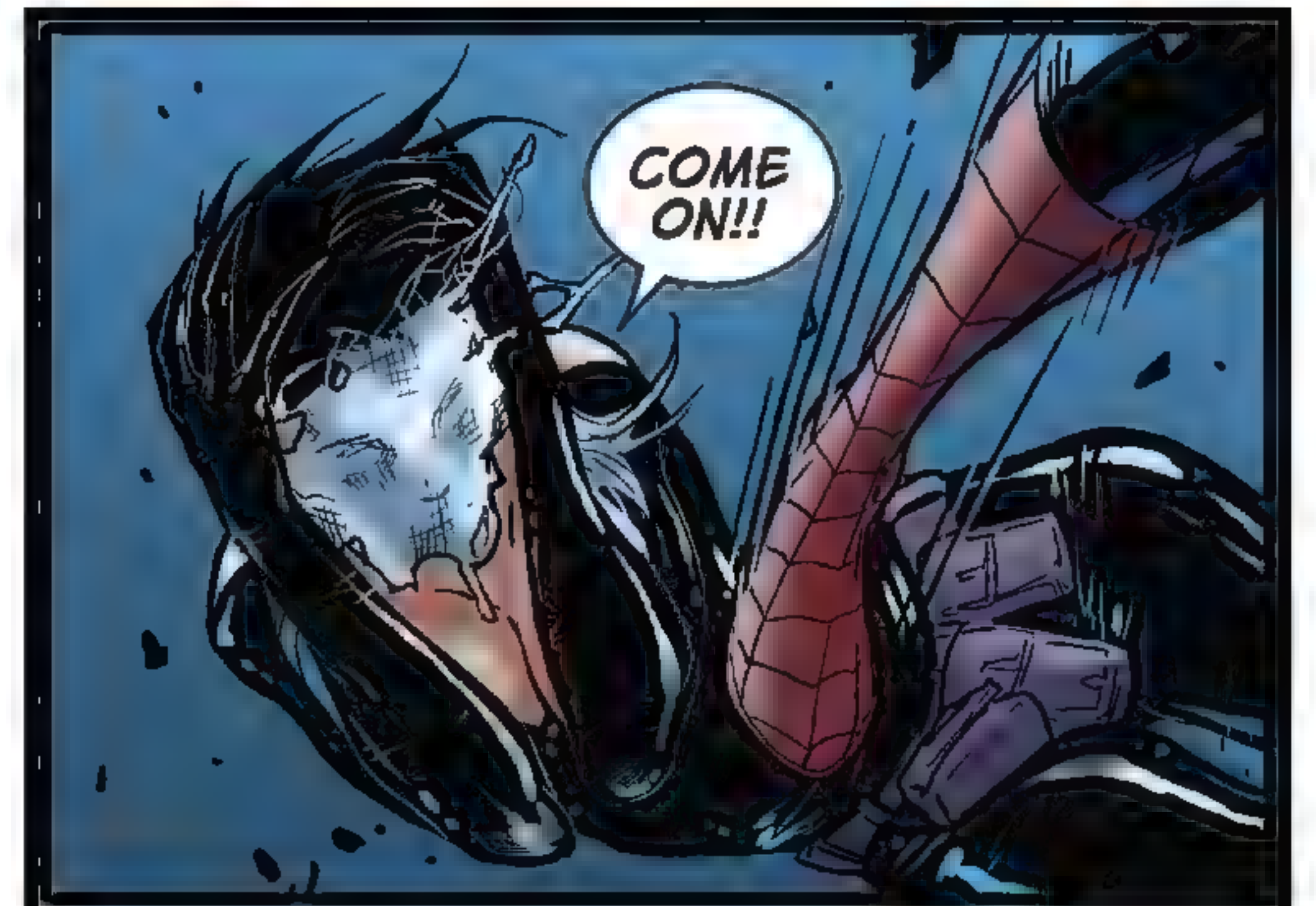
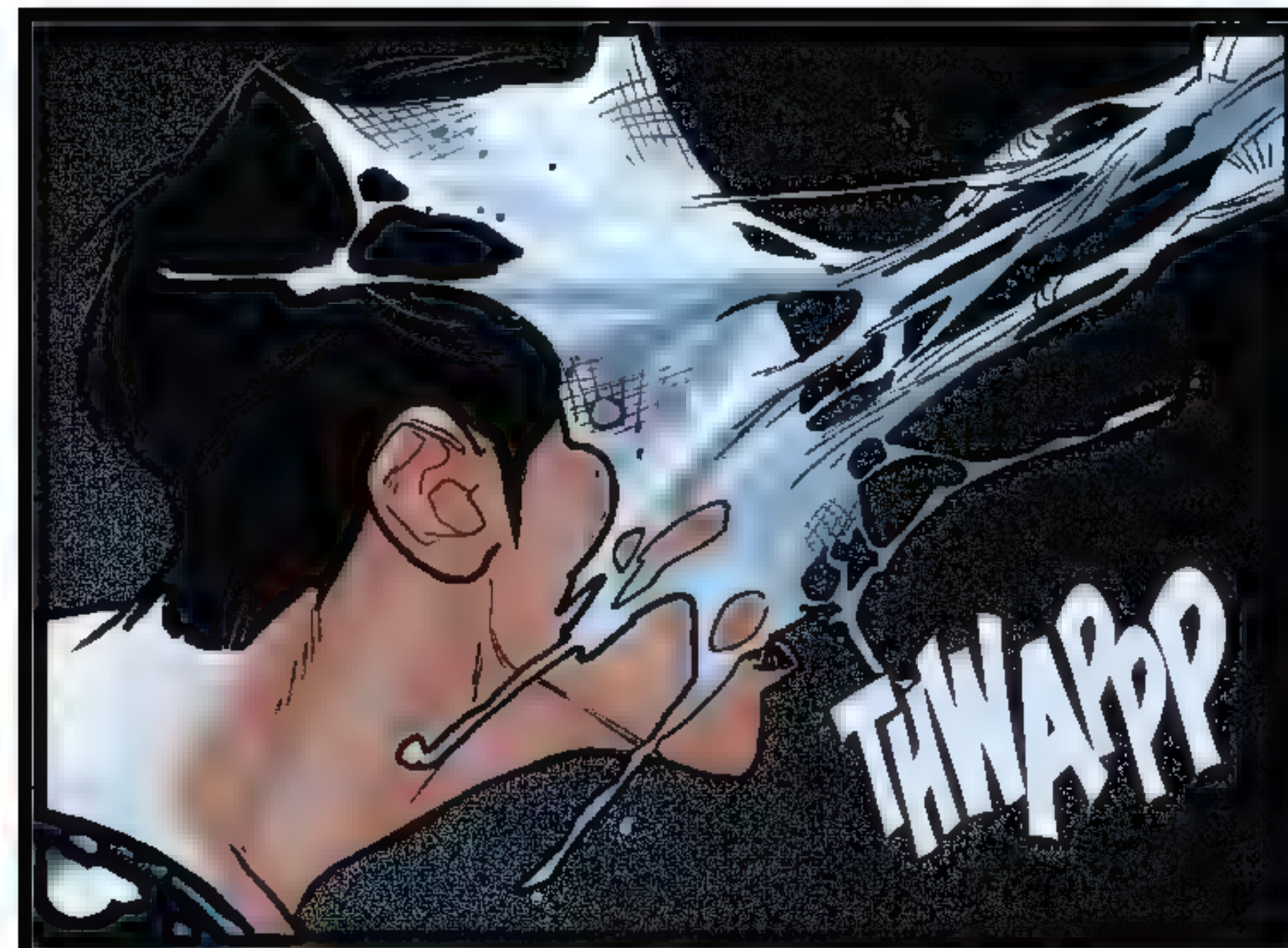
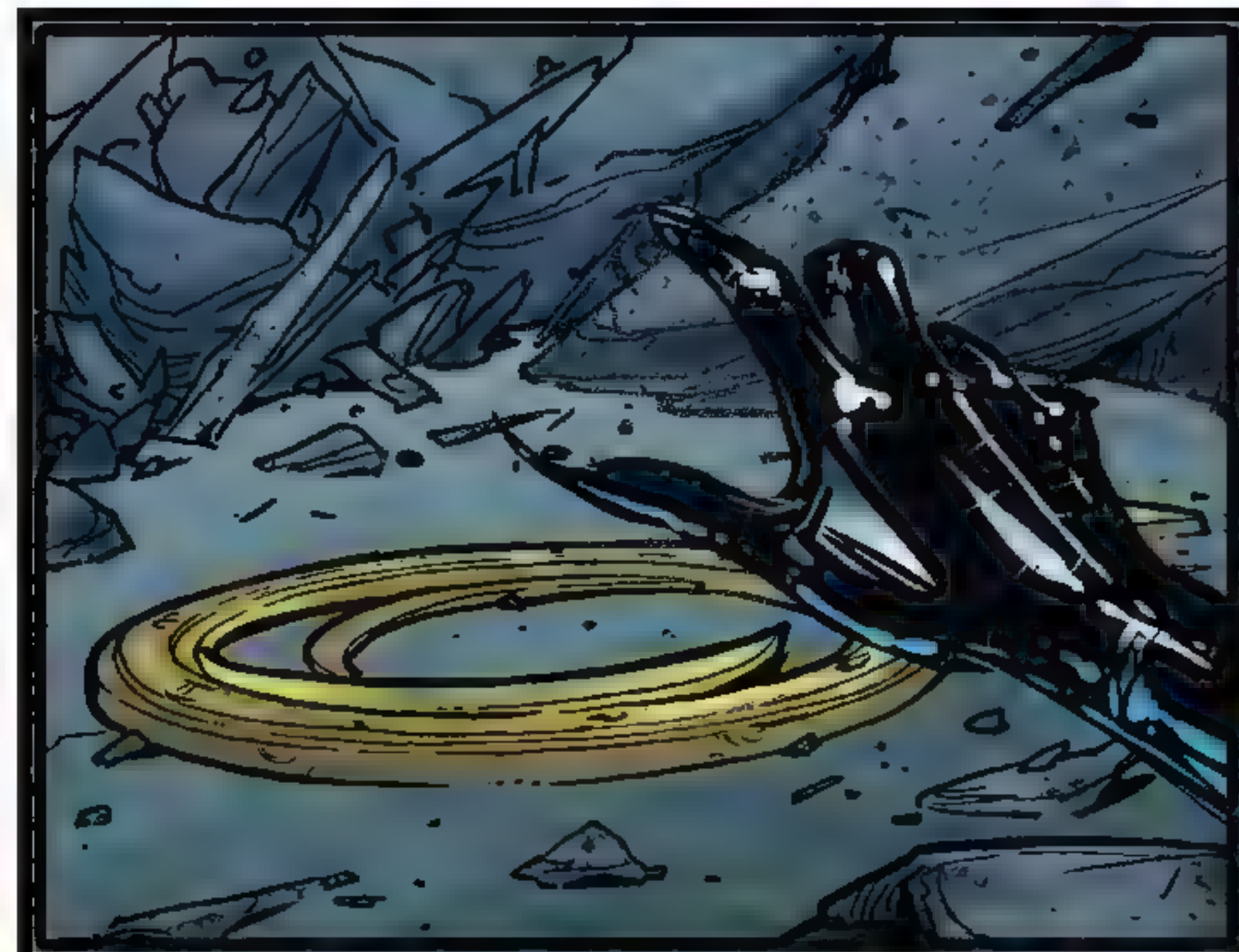
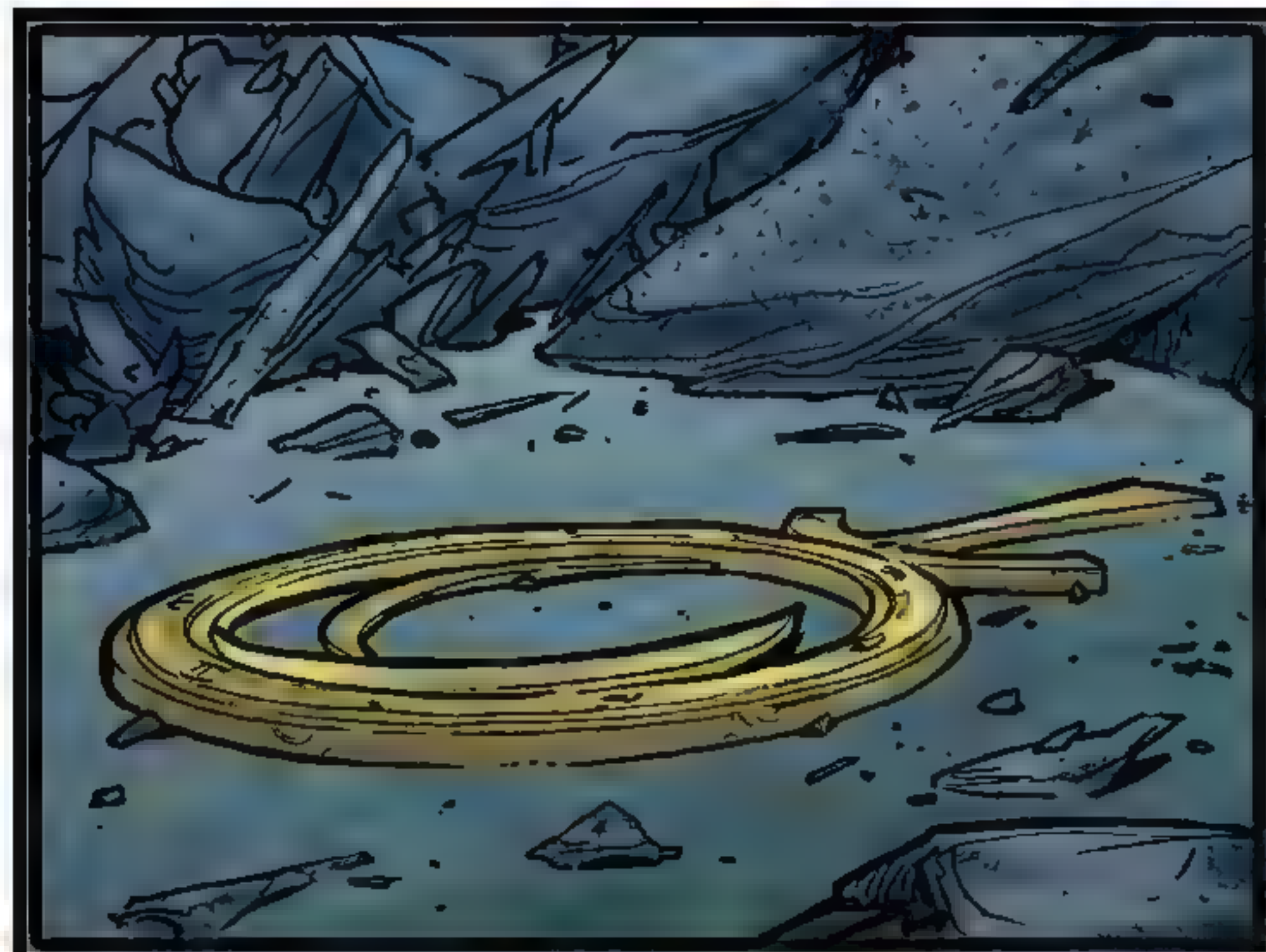
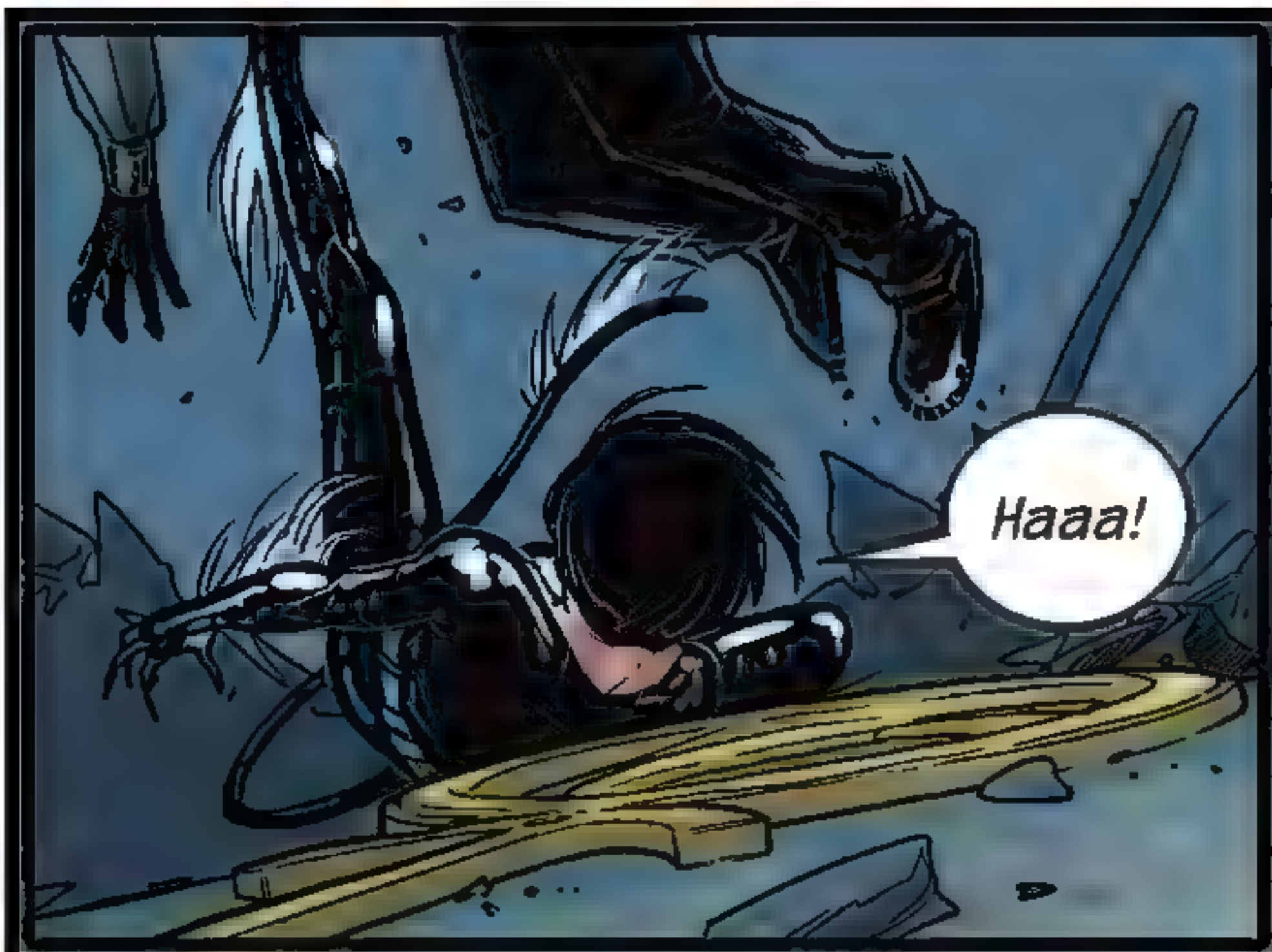
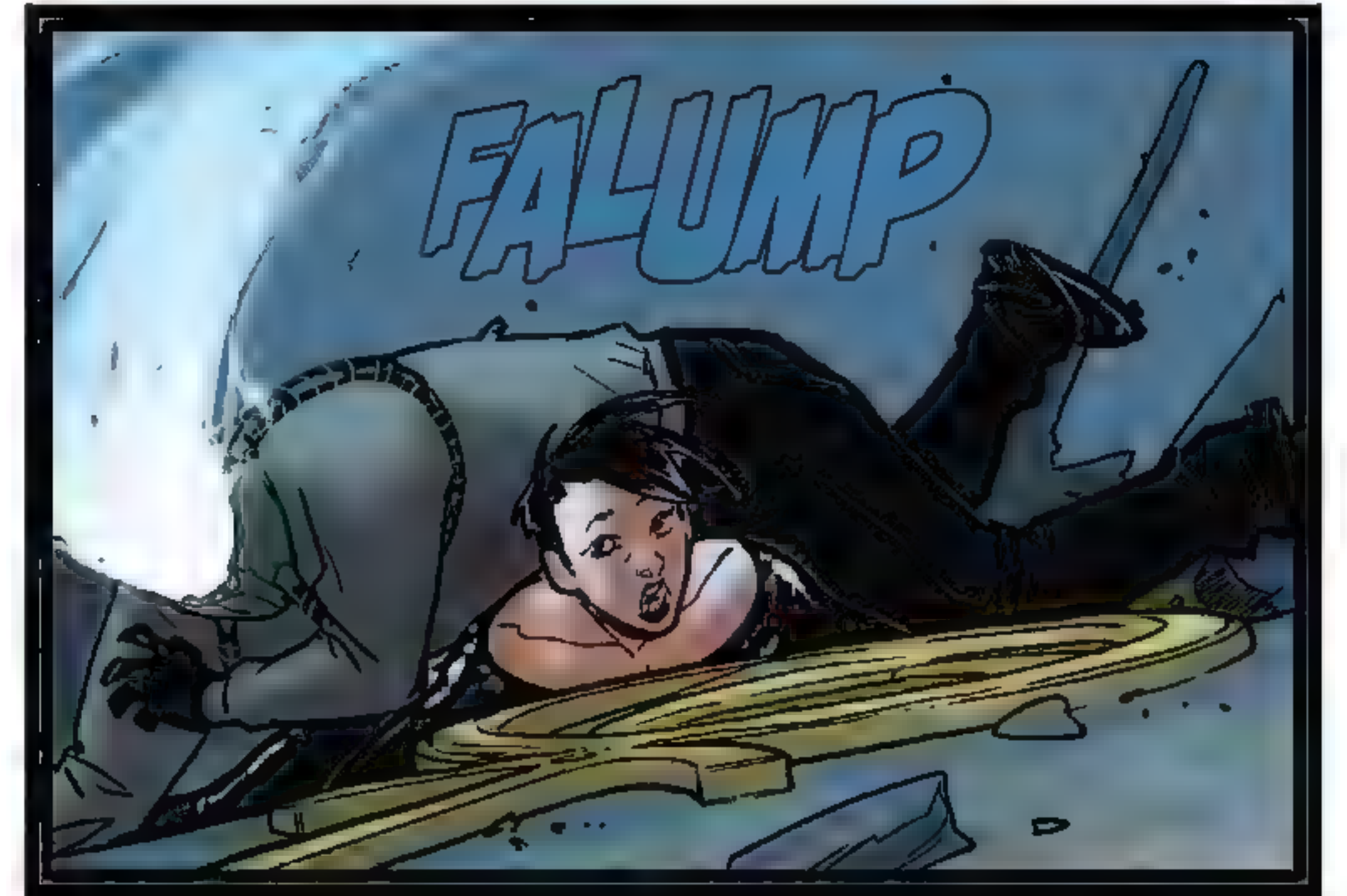
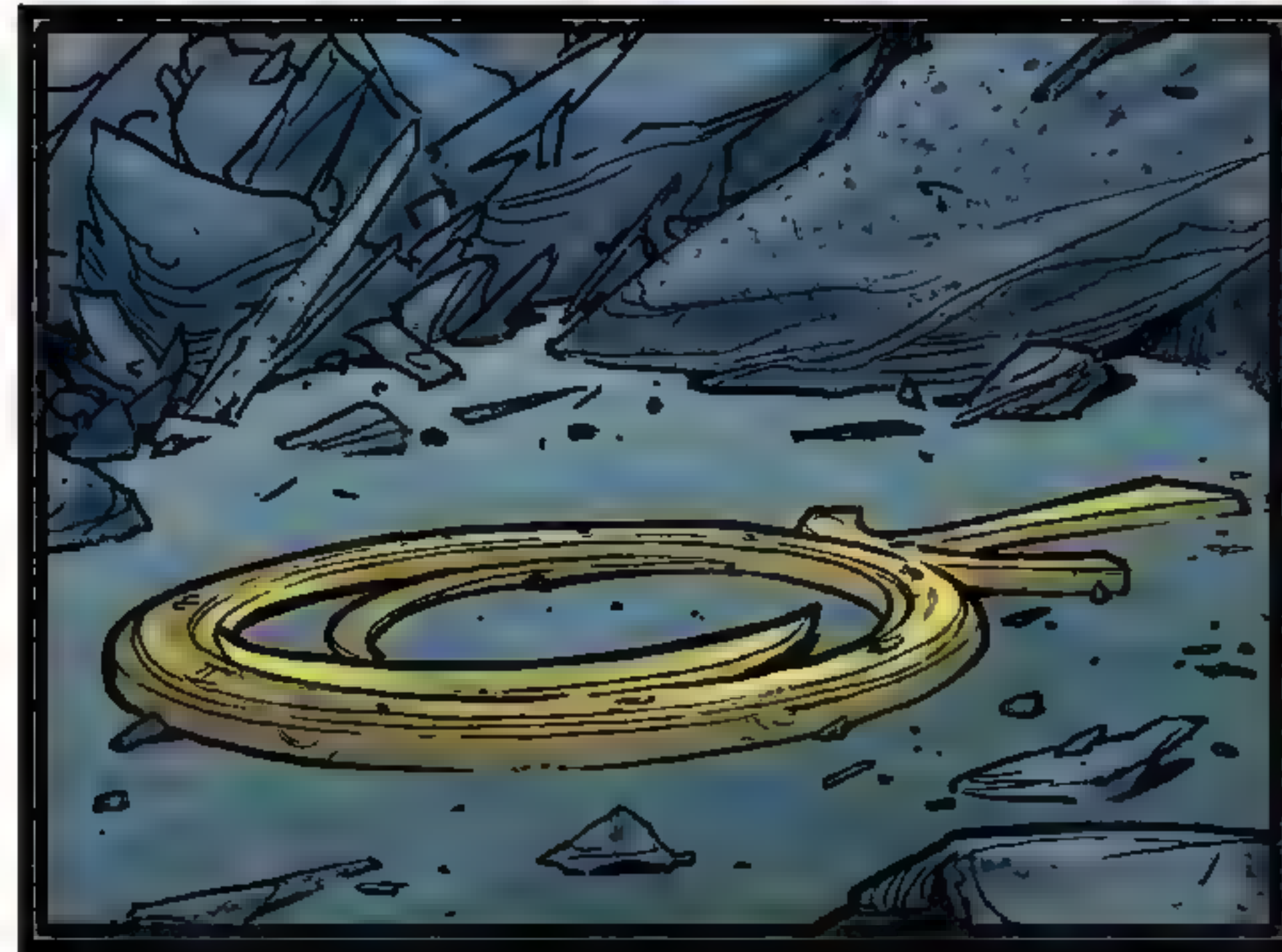
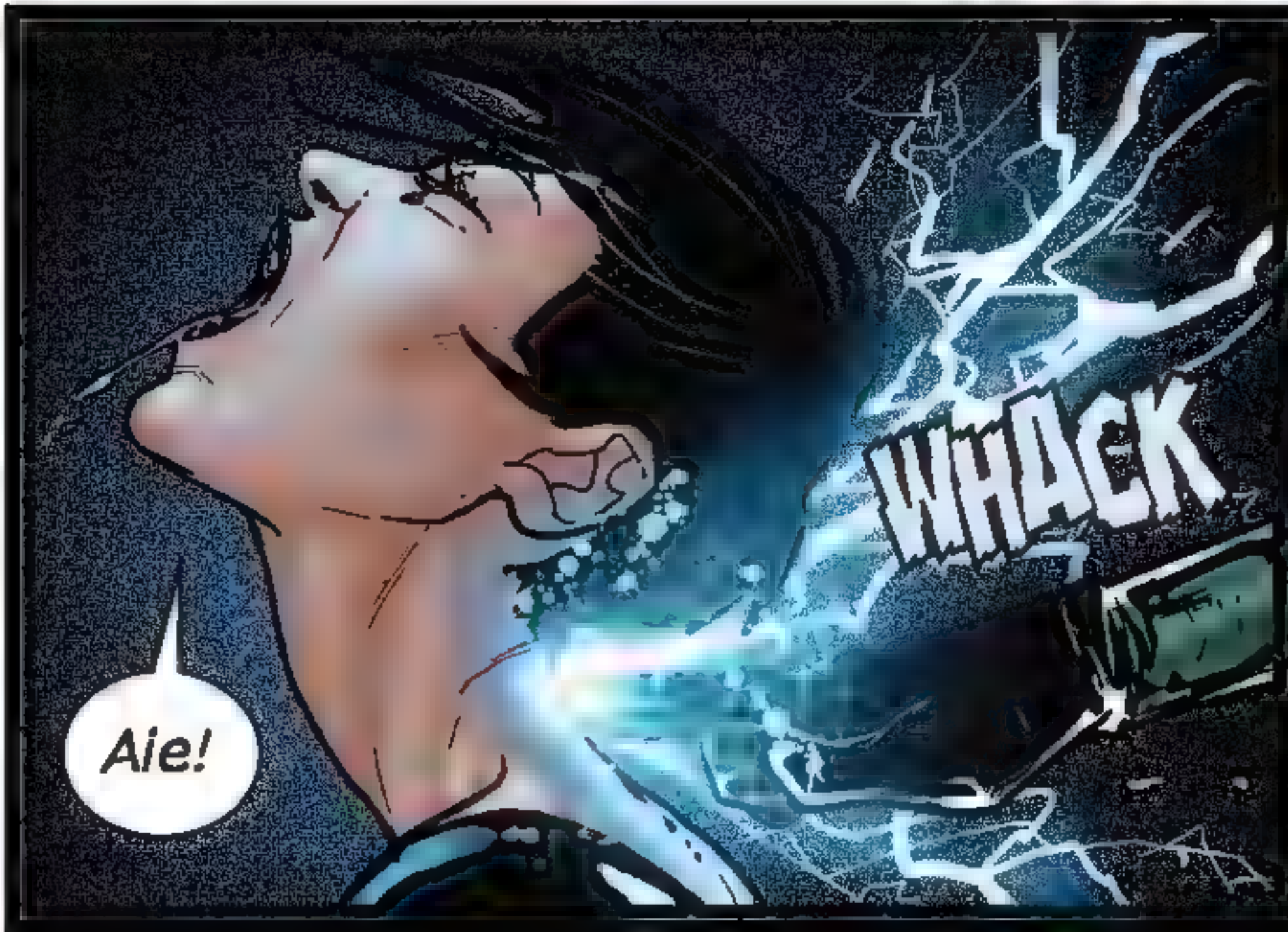
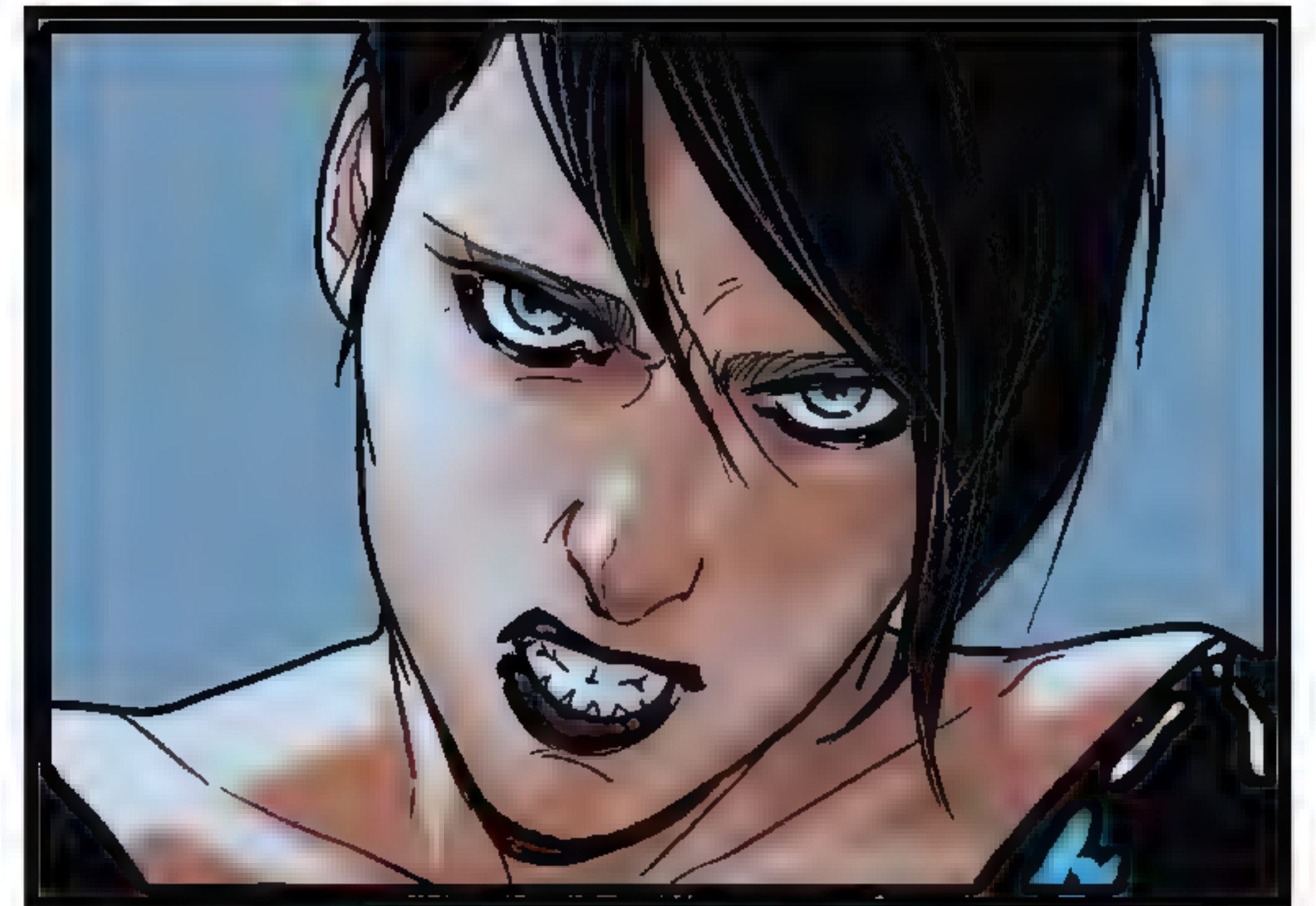
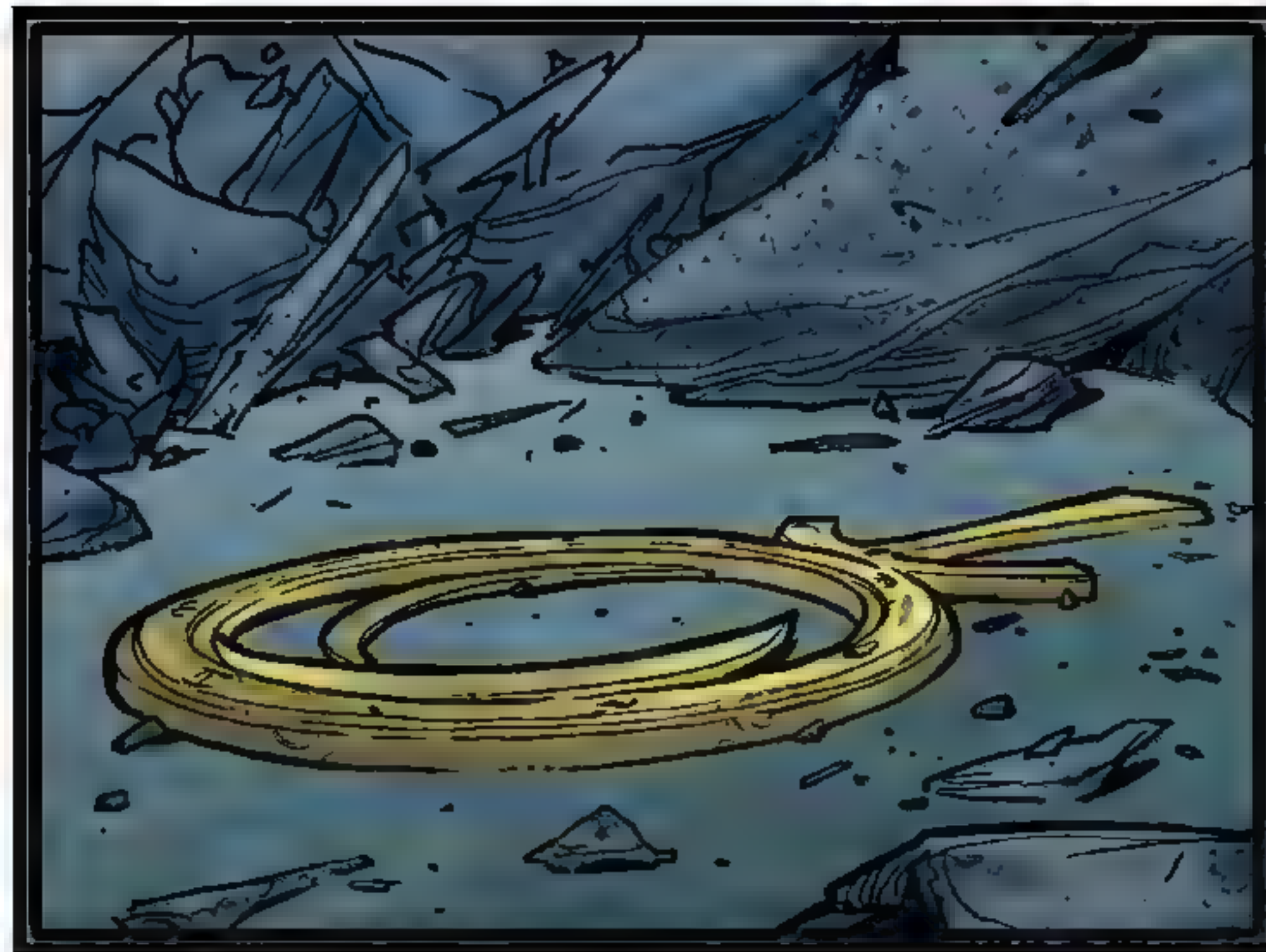
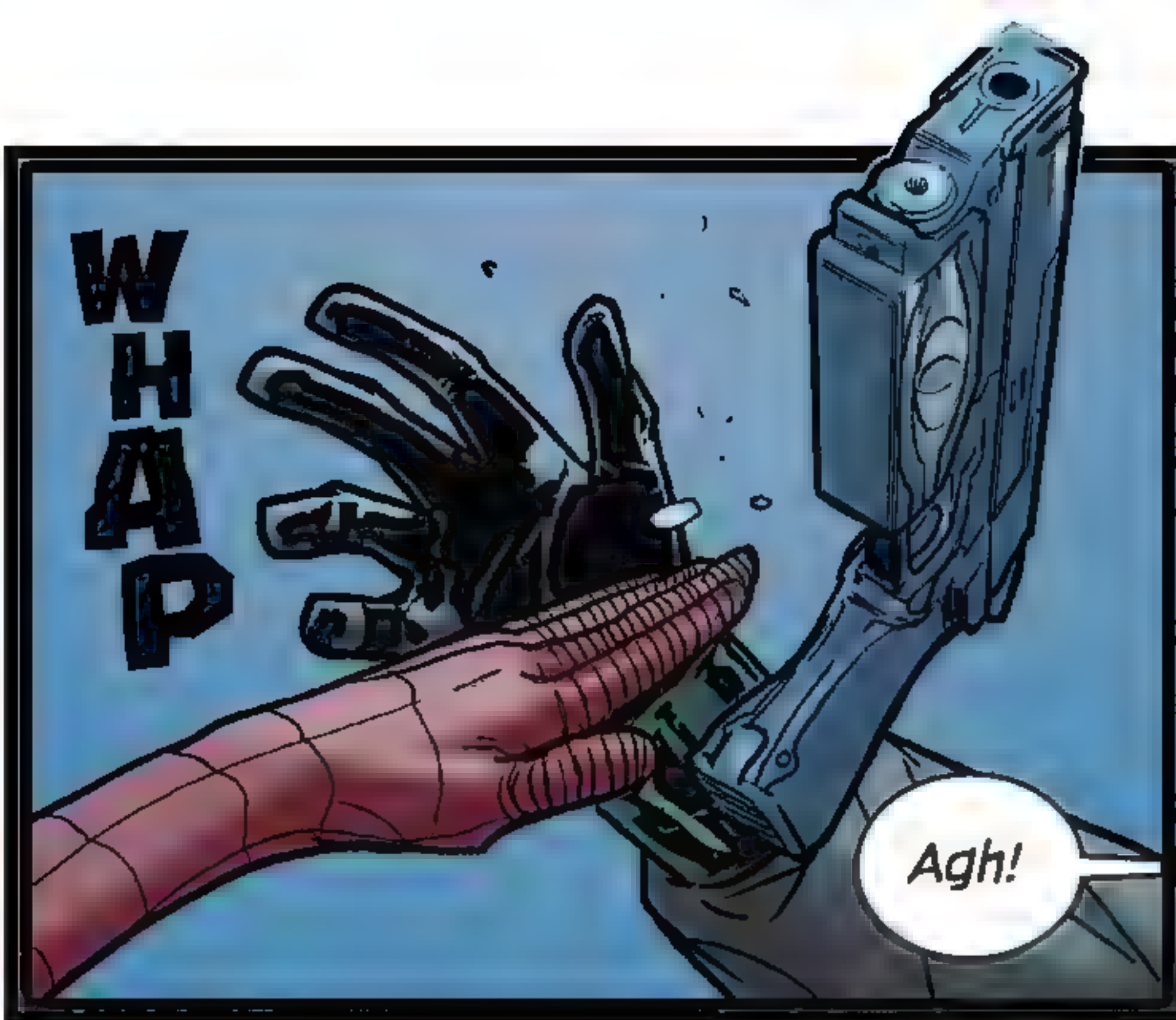


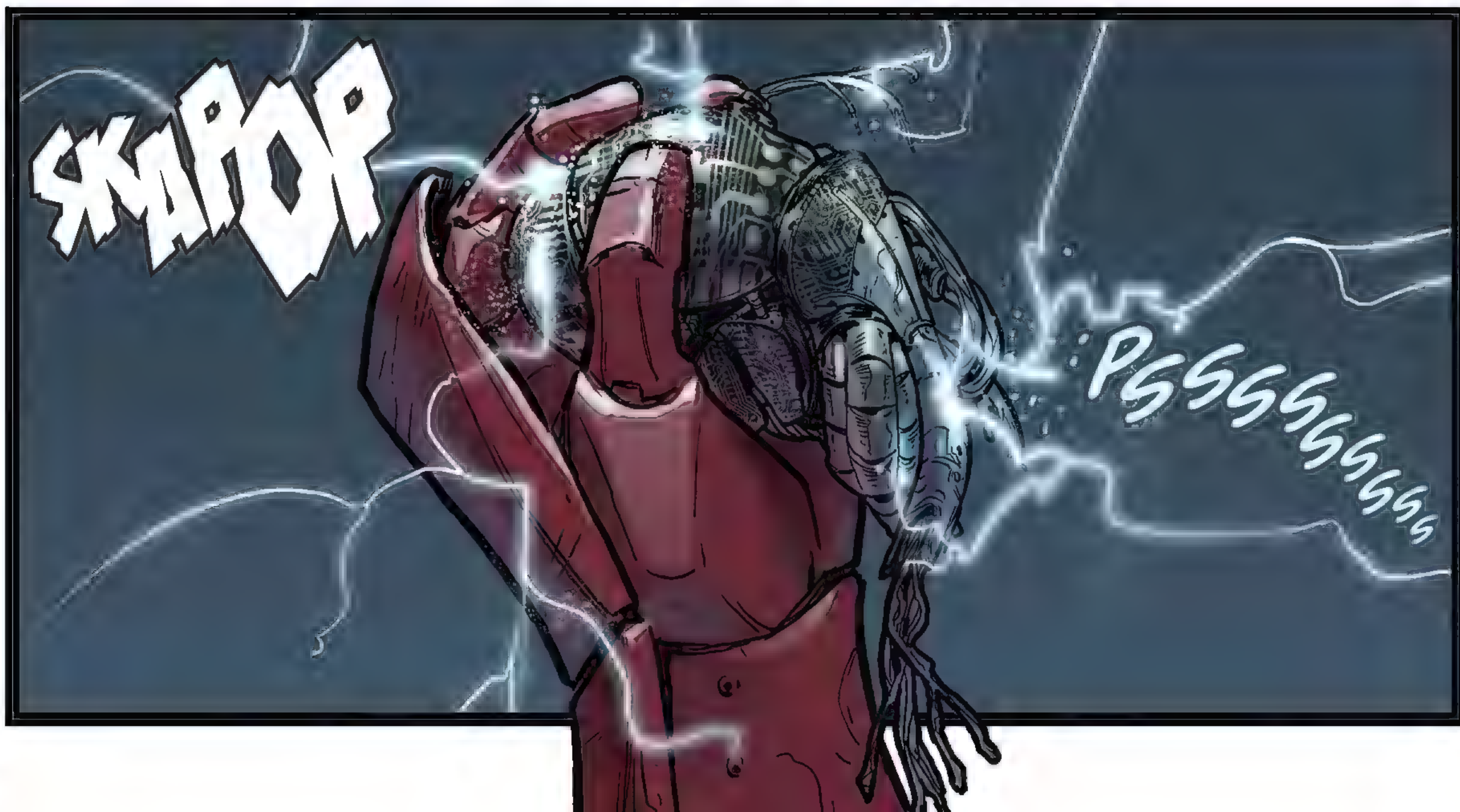
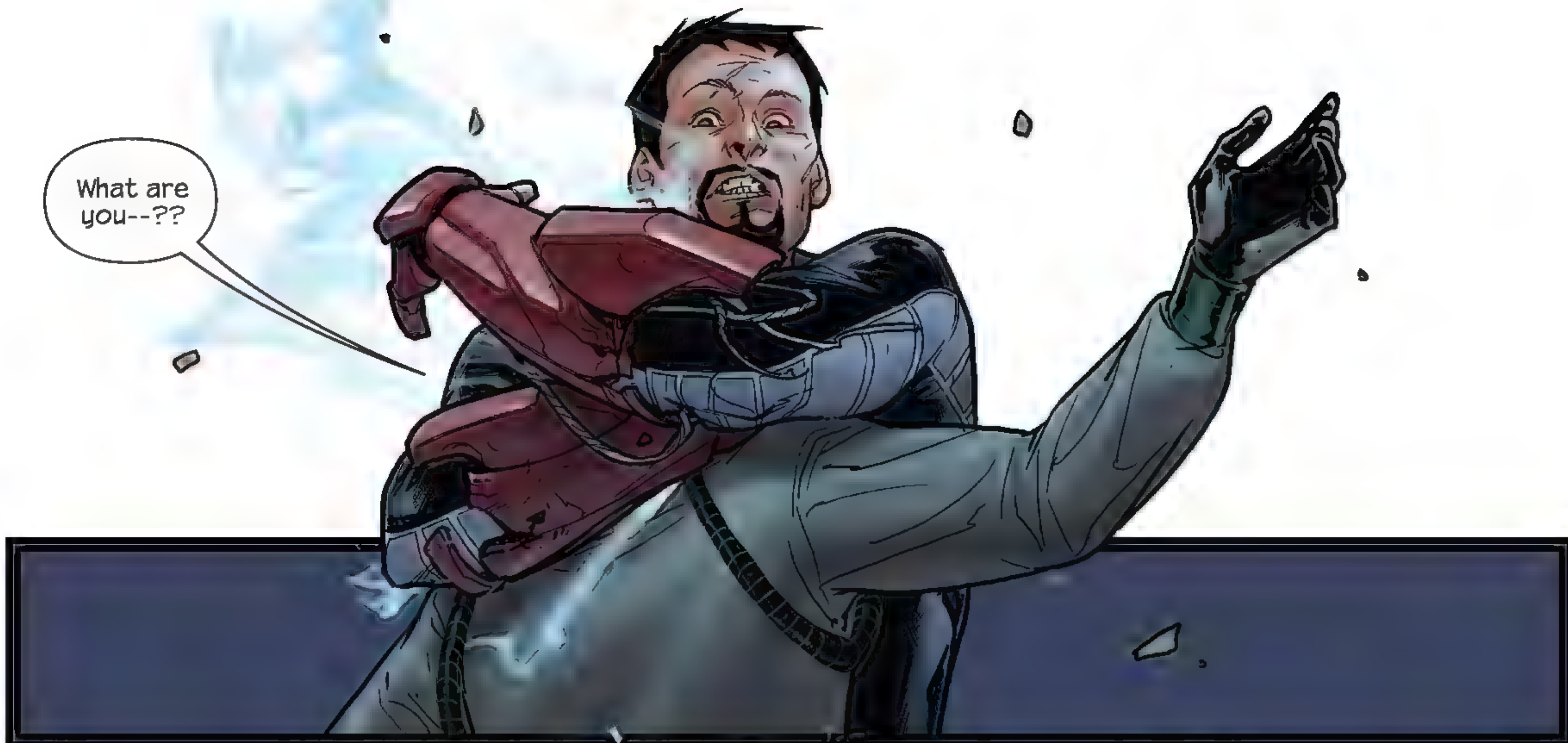


I'm--

I'm
sorry...









What the
what?

I
knew
it.

Knew
what?

I knew that
guy was using
a piece of
solenderie
tech.

How did
you know
that?



I don't know if you
noticed, but the guy
was walking around
with a head made
of smoke.

I thought--I
thought he was
a mutant.

I know
tech when
I see it.

It's decent
tech, but it's
still tech.

There is a guy
somewhere working
this thing like a
puppet--

So
Mysterio
wasn't a
guy?

He's a
puppet?



Someone
somewhere
is using some
pretty fantastic
virtual reality.

Can you,
I don't know,
track the
signal?

I could
before he
ripped my
armor
apart.

Well,
thank
you.

No.

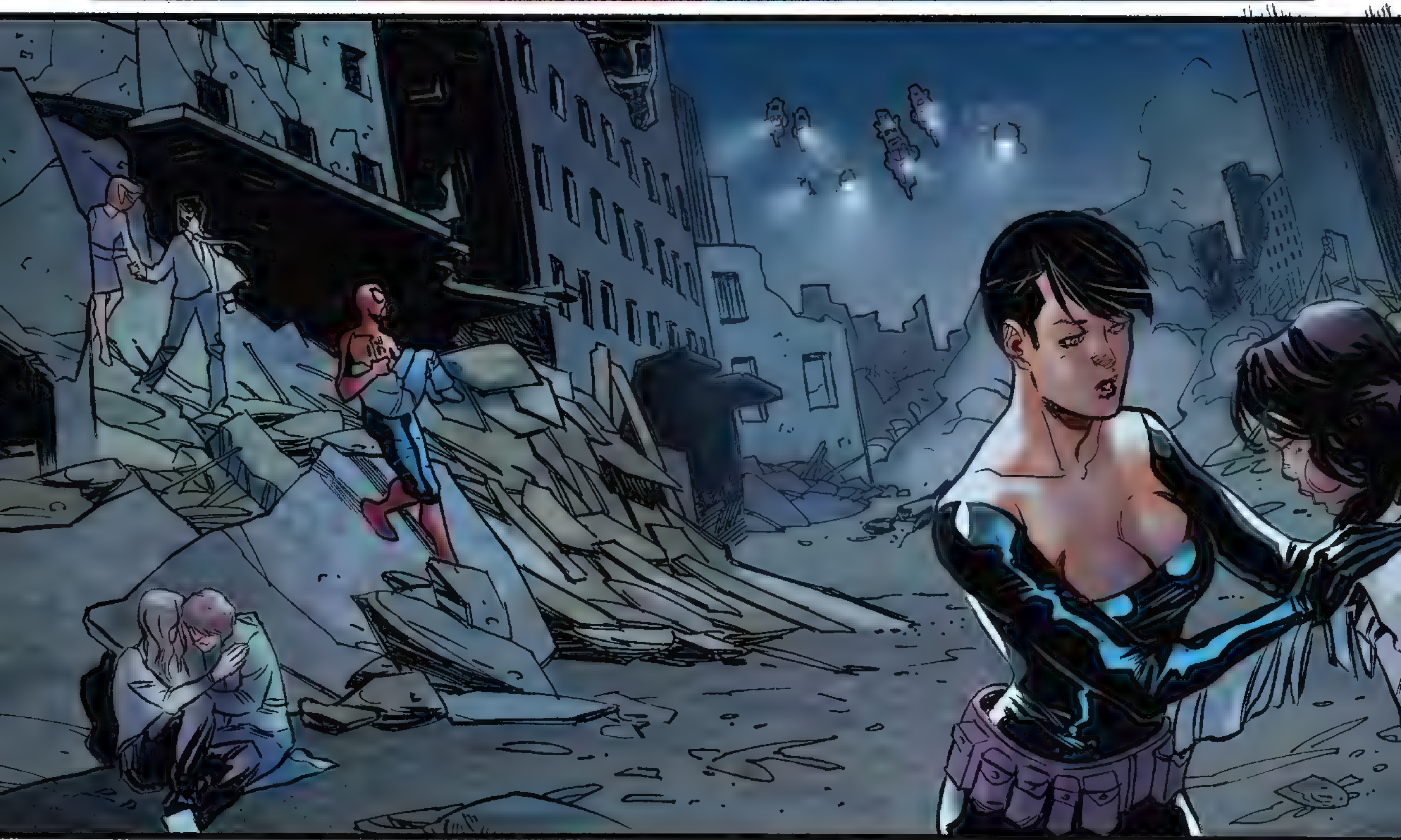
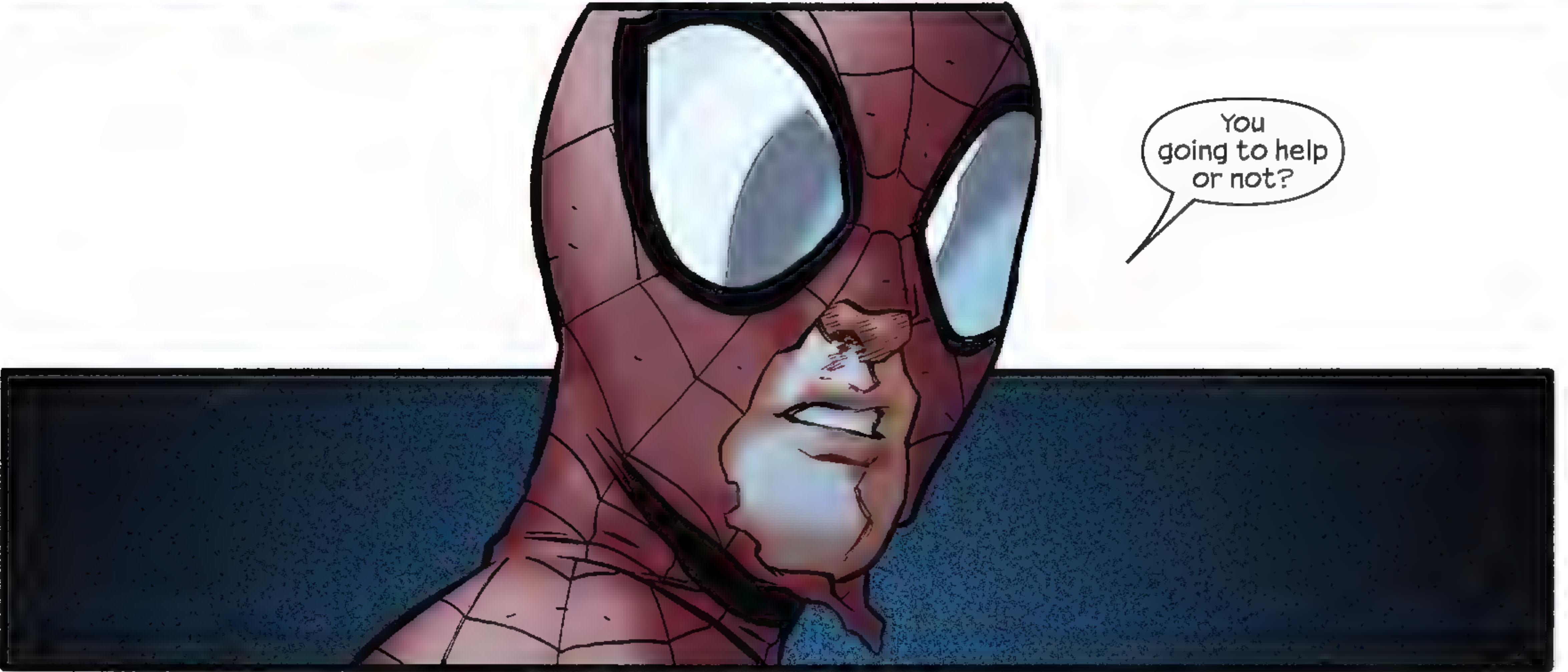
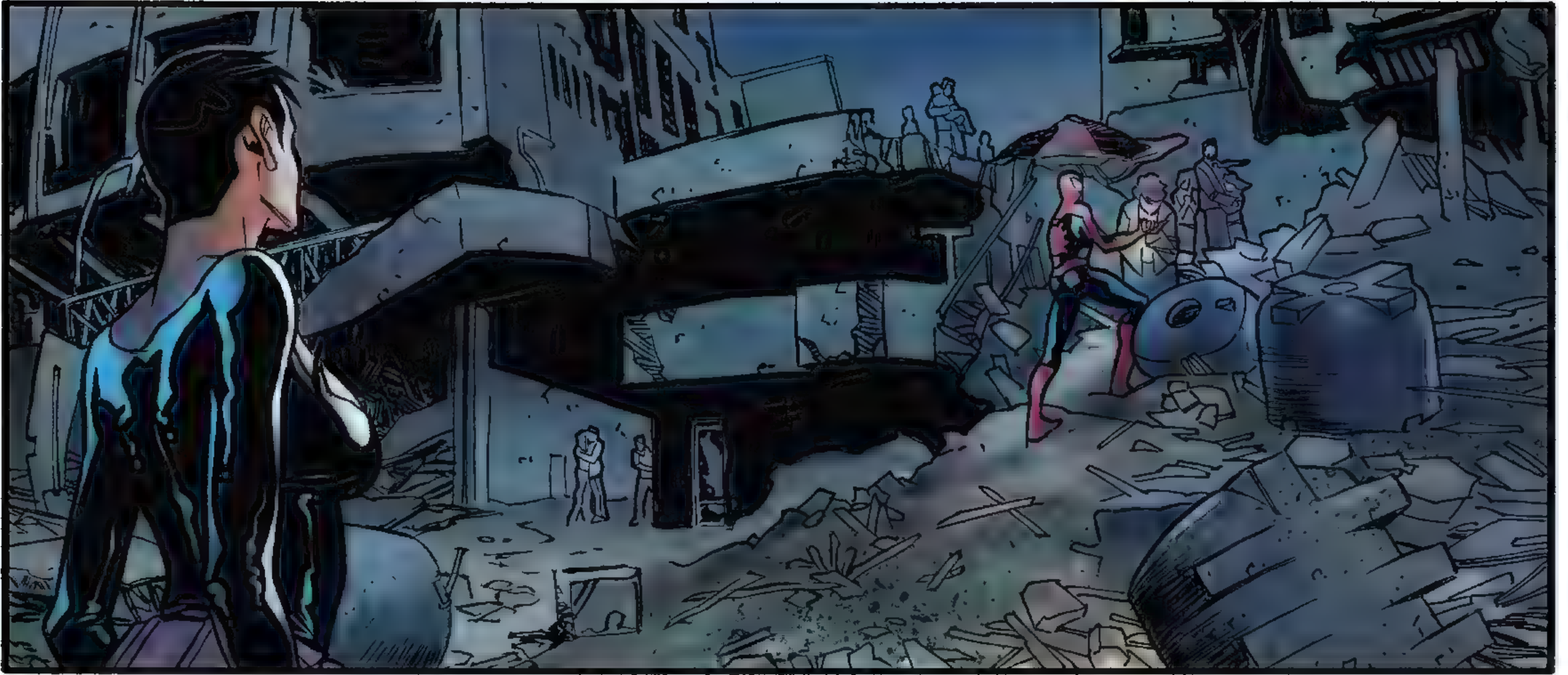
Thank
you, kid.

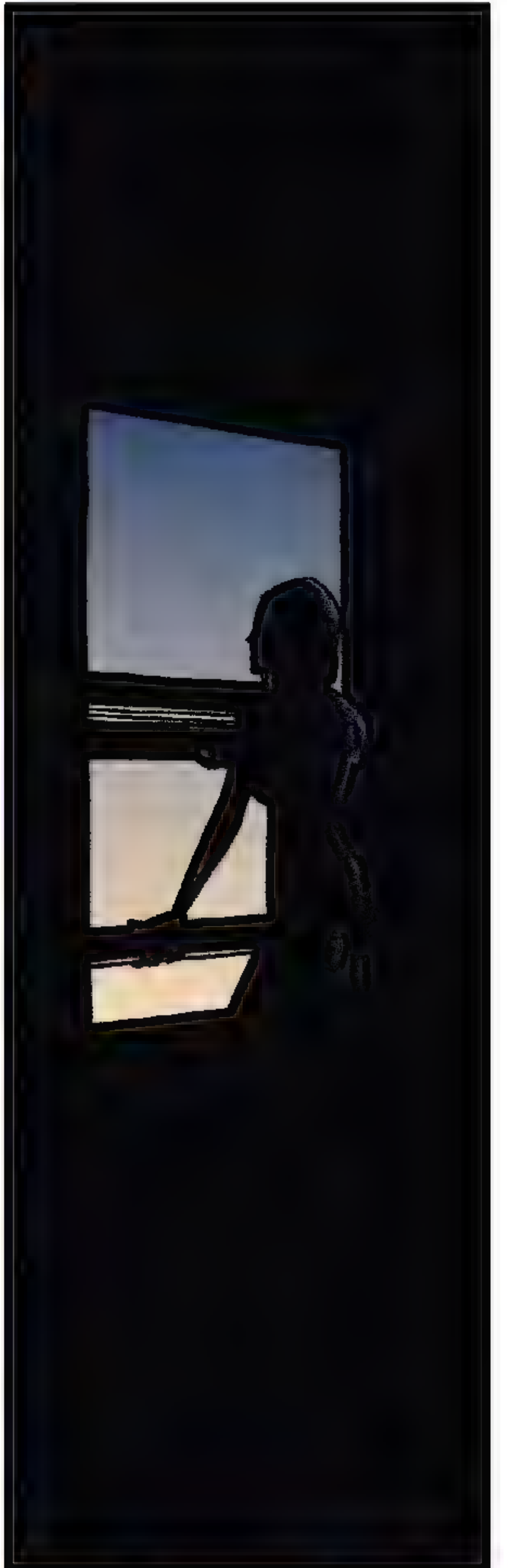
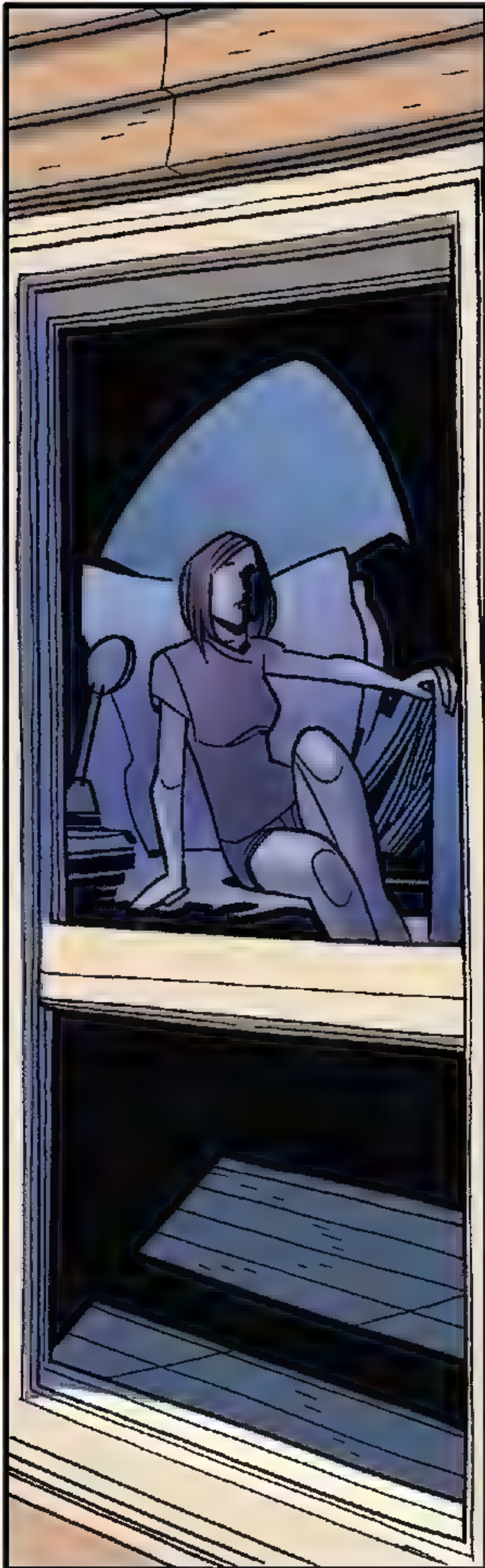
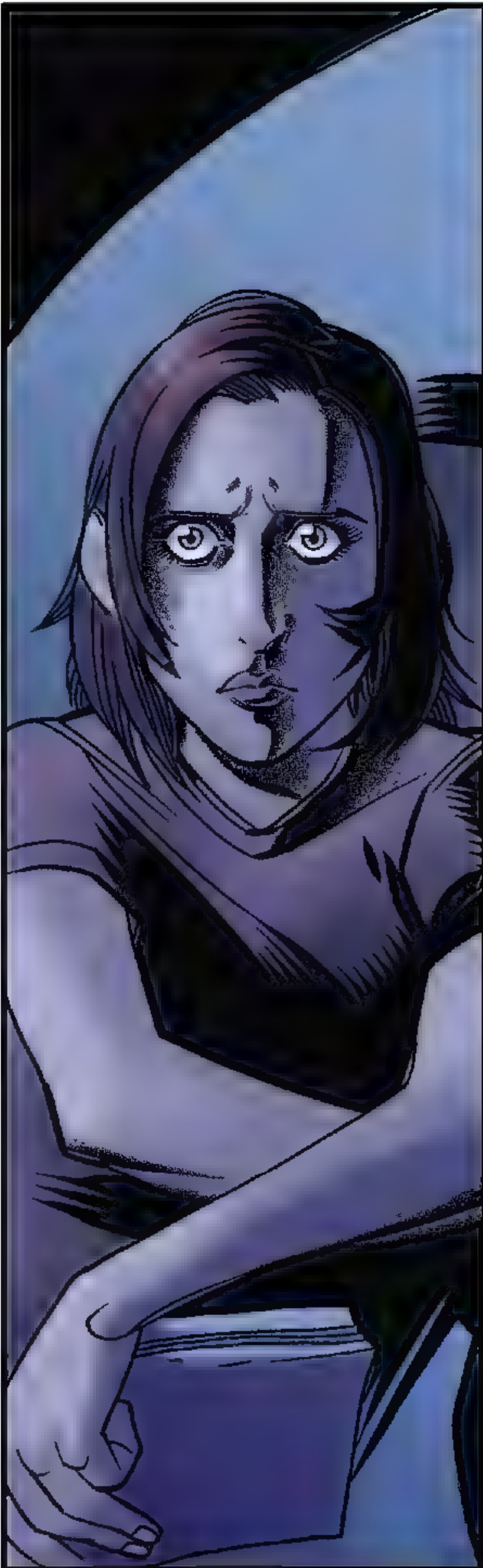
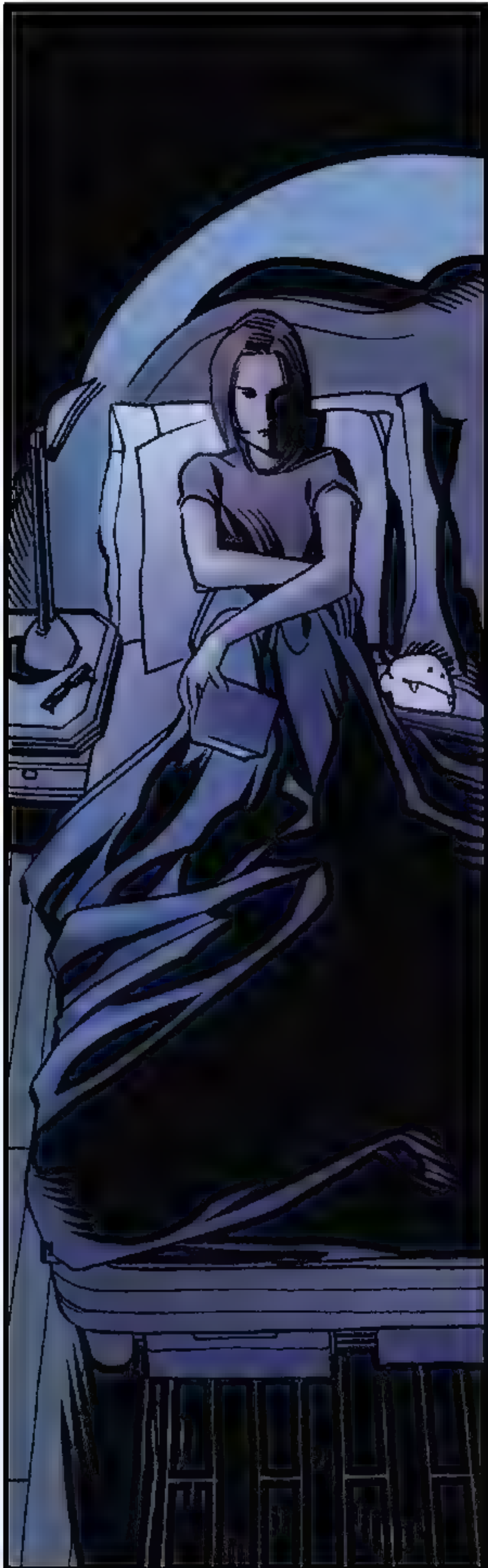
You dove
in there like
a Marine.

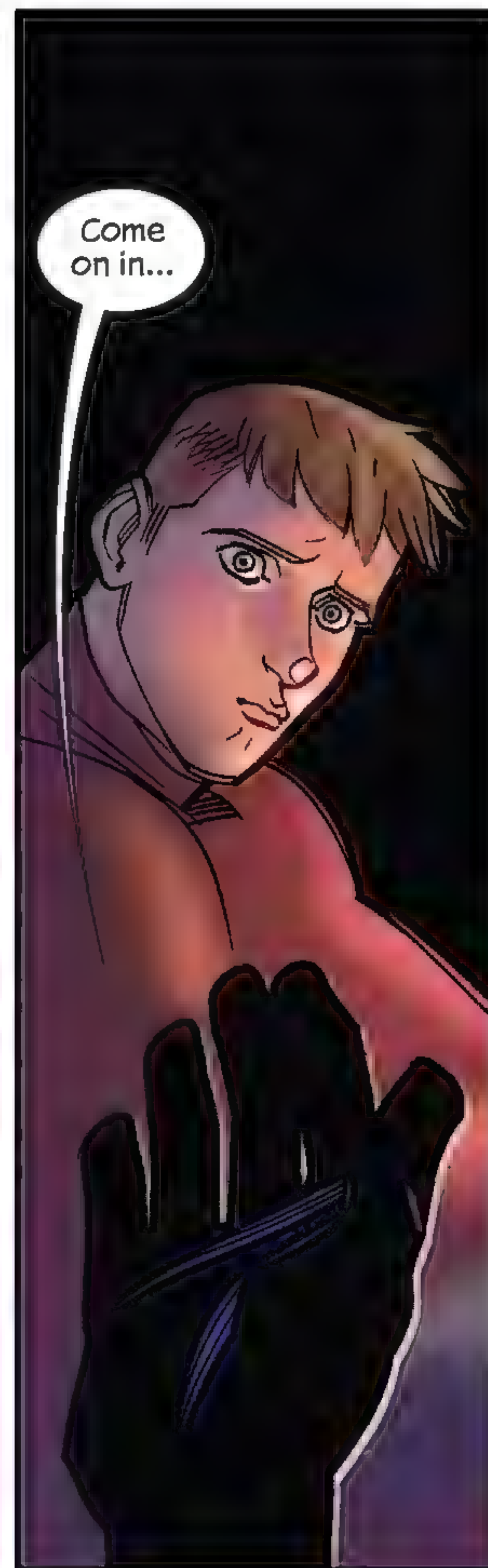
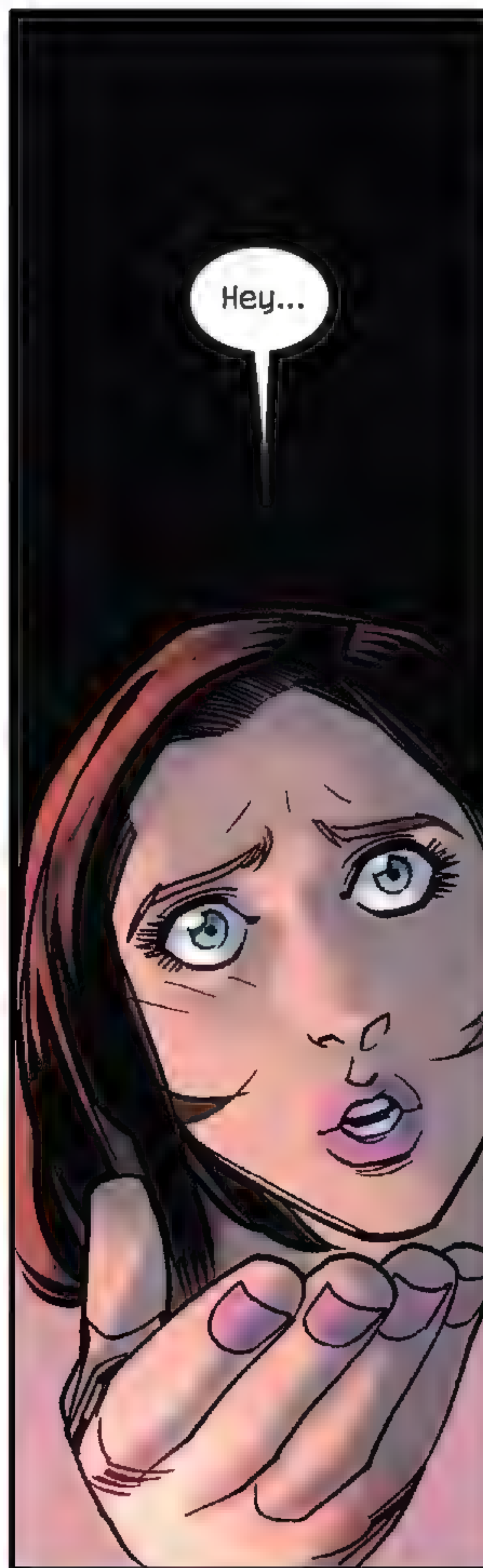
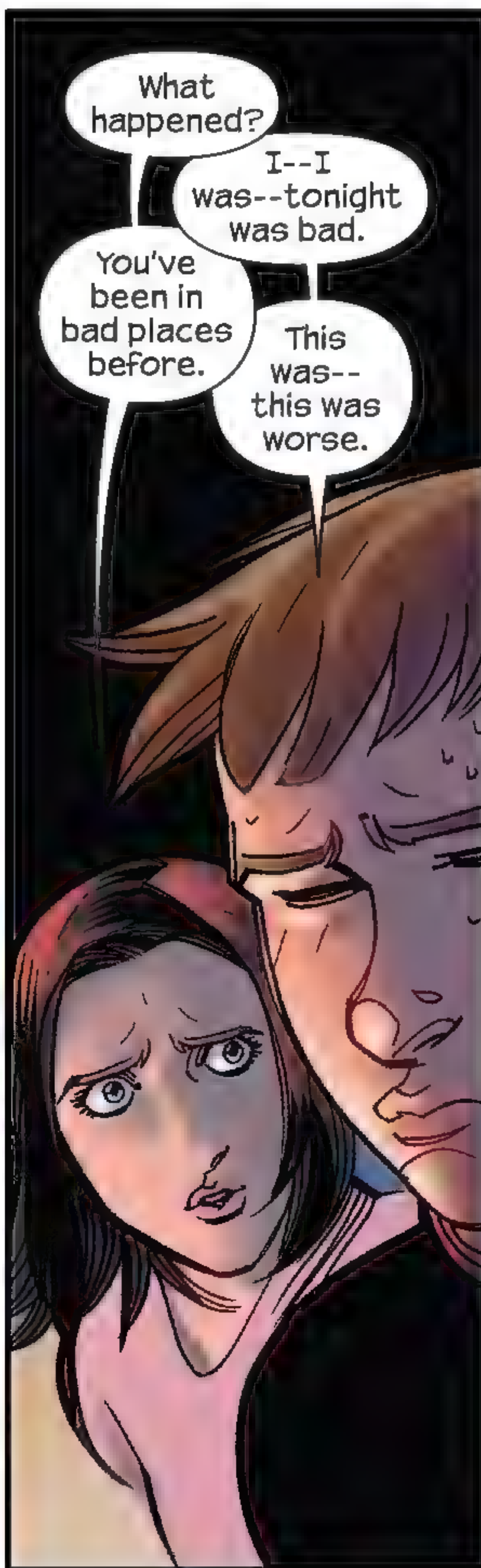
Now what
is *that*?

Don't
touch
it!!













YOU'RE DONE, PETER PARKER!!

DONE!!



You can't show up to work after *not* showing up for two days!!

You don't show up to work and you don't call... you're fired the *second hour* of the first day.

This is a place of *business*, there is a *schedule*.

I have a *line* of kids who want this job!! What were you doing that was *so important* that you can't come to work??!!

Fired? But--

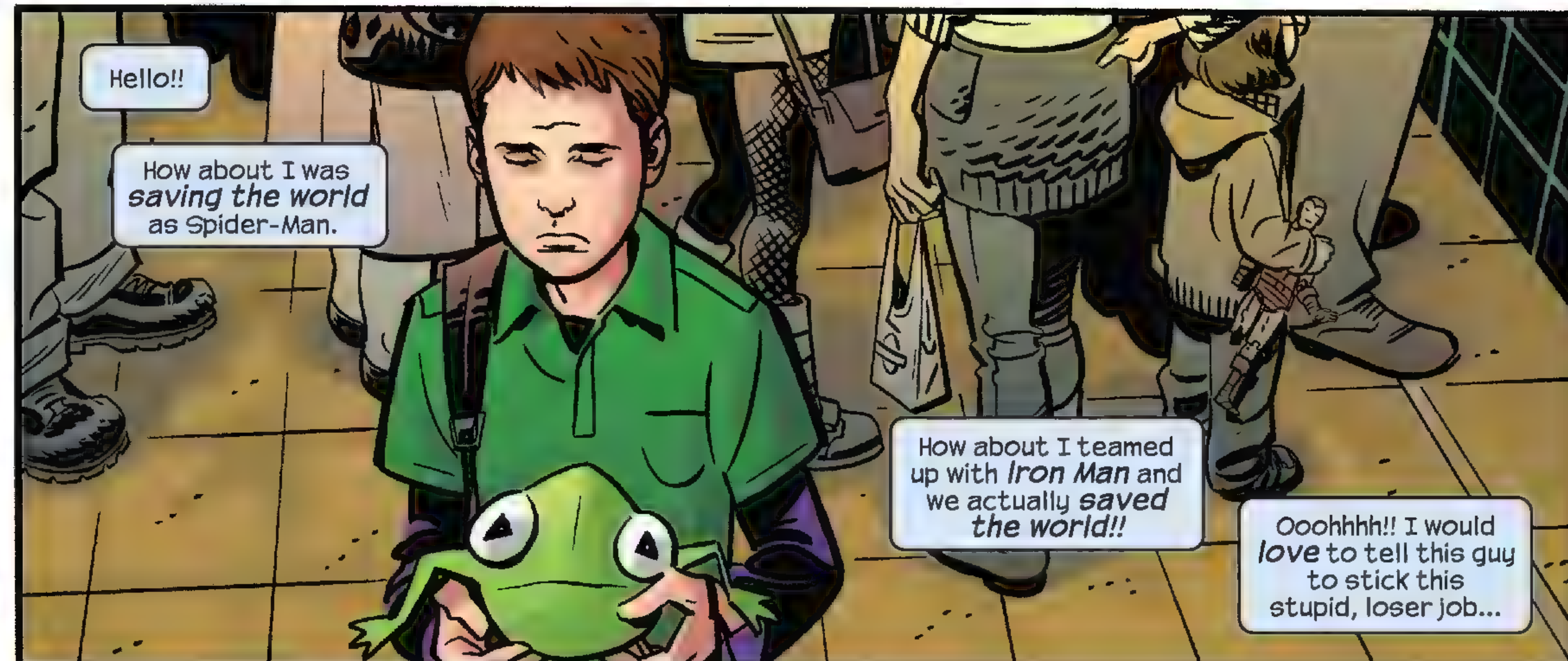
But--



If you'll just--

We're done.

You're done.



Hello!!

How about I was *saving the world* as Spider-Man.

How about I teamed up with *Iron Man* and we actually *saved the world*!!

Ooohhhh!! I would love to tell this guy to stick this stupid, loser job...



But the fact of the matter is that I *wanted* this job and I blew it.

It is a loser job and I couldn't handle keeping it.

So who's the loser?



What am I gonna do for money? How am I gonna pay for college??

BEEP BEEP

Blocked call?

Who is this??



Ugh.

Hello?

Mr. Parker.

This is J. Jonah Jameson.



You and I should have a talk.



This is *not* going to be fun.

This is one of those things--you know what this is--this is one of those things that I thought--that I *tricked* myself into thinking would just *go away*.

That I could just click my heels and it would magically go away.

It's about the most immature thing I do.



When something really bad happens, I just hold my breath and hope for the best.

Idiot.

My ex-boss J. Jonah Jameson, the man who owns the internet in New York City, now *KNOWS* I'm Spider-Man.

And I just...go about my day.

And yes, yes, I am baffled like I've never been baffled before that he has not outed me.

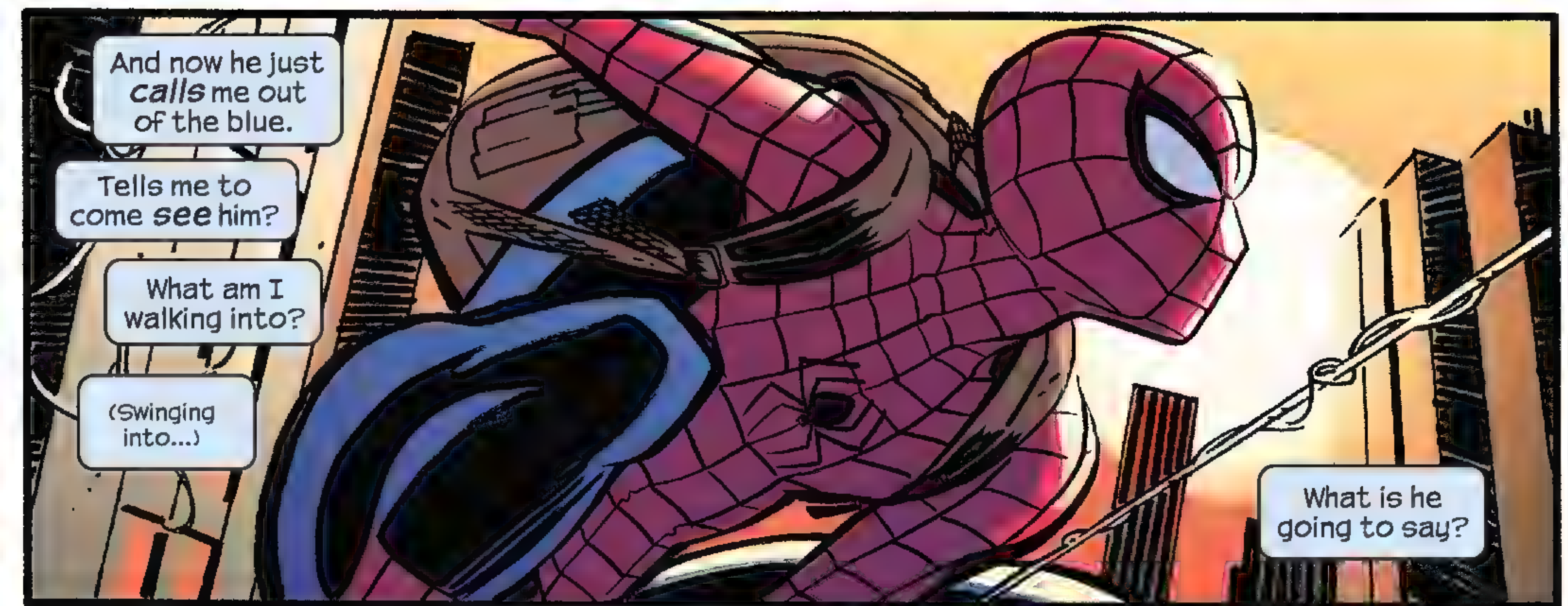
I can't believe it.

Not only has he *not* outed me, but the press has been going on daily pro-Spider-Man cheerleading routines, which is the *opposite* of what he *used* to do.



I remember I used to pray to Thor for this guy to figure out I'm not the devil and to crawl out of my nose, and now that he has...

Well it's just creepy is what it is.



And now he just *calls* me out of the blue.

Tells me to come *see* him?

What am I walking into?

(Swinging into...)

What is he going to say?



Half of me thinks no matter what he says it *can't* be any worse than the way things are going lately...

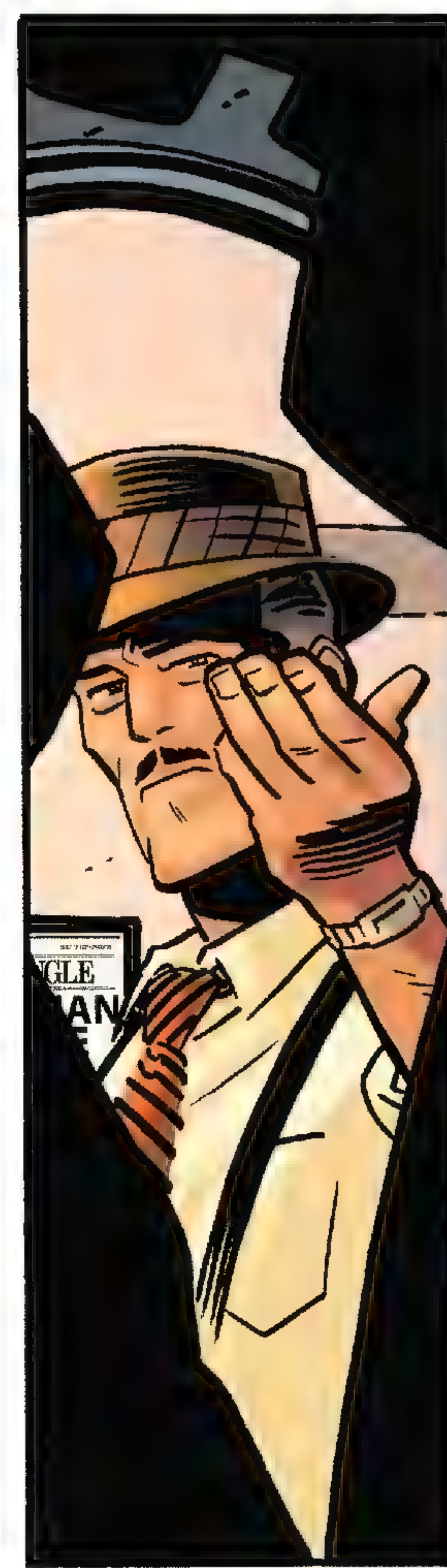
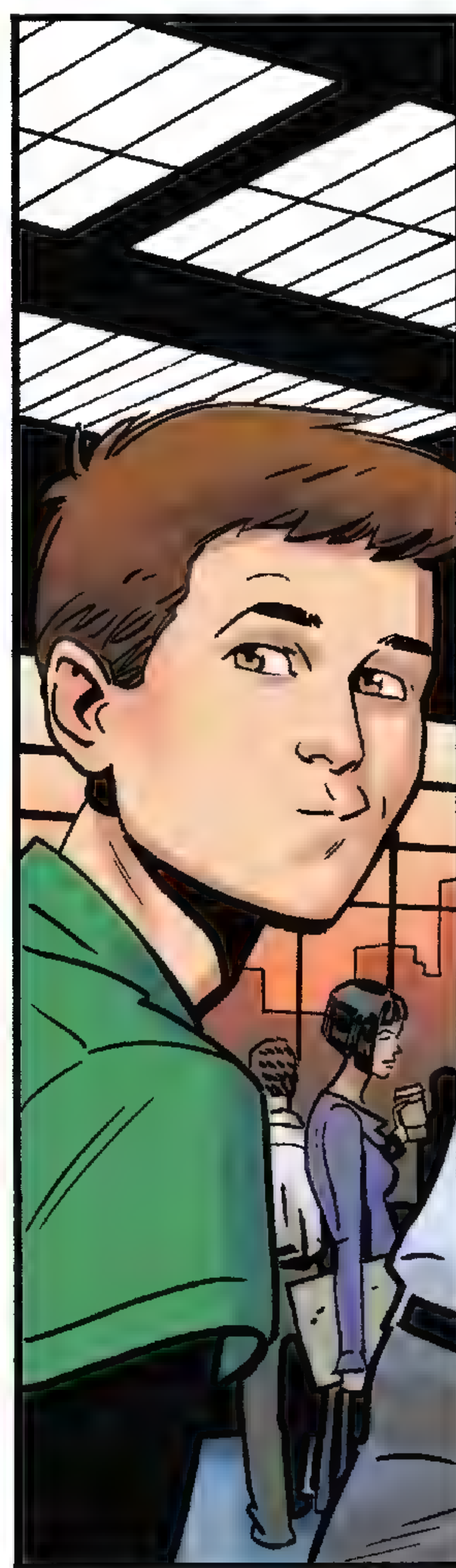
And the other half of me thinks that me thinking that it can't get any worse is *always* followed by something *fantastically* worse happening.

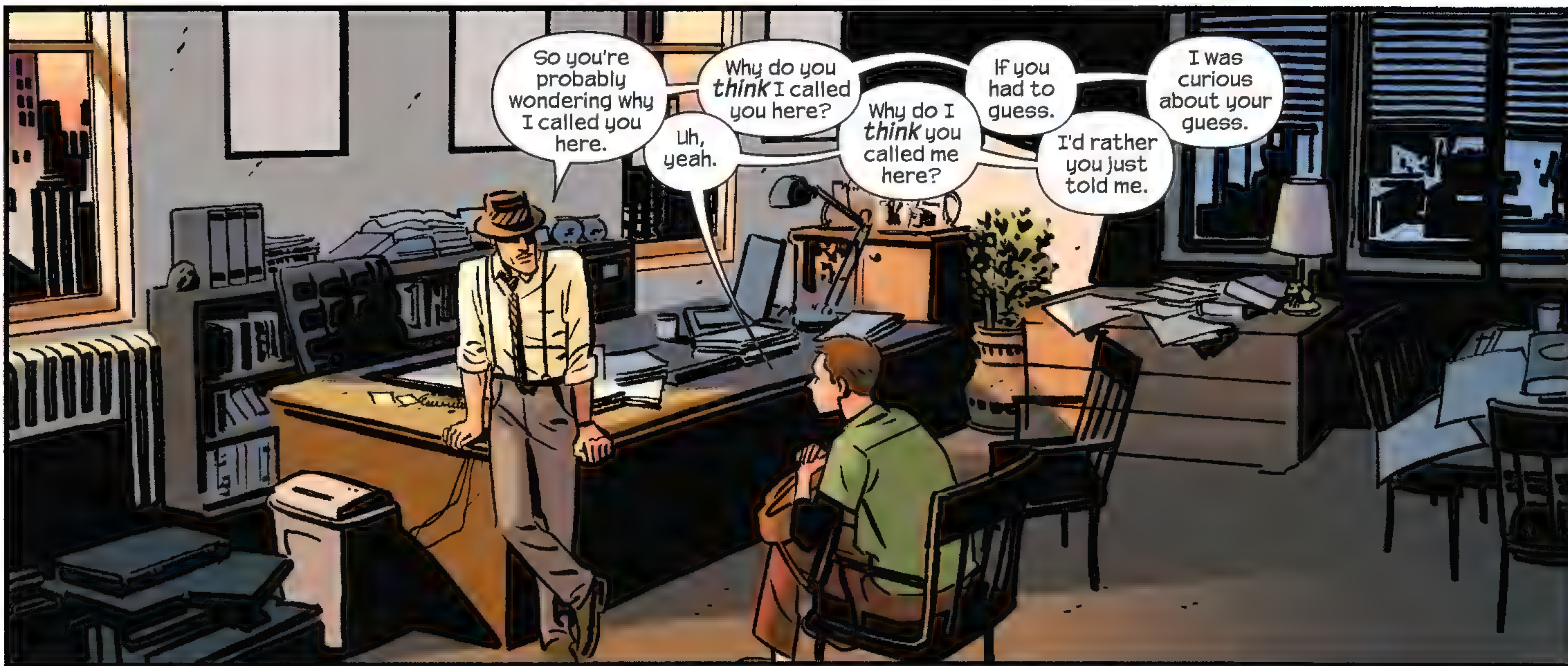
I mean *always*.



I mean, if I could figure out a way to sell my ability to take something bad and turn it into something worse...

Well, I wouldn't have to worry how and when to pay for college.





So you're probably wondering why I called you here.

Uh, yeah.

Why do you *think* I called you here?

Why do I *think* you called me here?

If you had to guess.

I'd rather you just told me.

I was curious about your guess.



My guess?

Um...I think I might be able to whittle it down to the top 50 guesses.

Why do you need me to guess?



I was just curious about the kind of person you think I am.

Oh, uh, I don't know.

I guess my answer...is you are a very *complicated* person.

That's a very good answer.



I called you here because you and I have, for lack of a better word, shared a life experience together.

Yes.



I should be dead...



The doctor said three centimeters to the left...I would absolutely be dead.



Wow.



Exactly.

And that brings me to you.

I feel there's something between us, you and I.

I hope that doesn't sound odd.

You *baffle* me.

I've been in the center of the city for my entire life.

I have met drug dealers and kings and everything in between.

But I have never met anyone like you.



You're...you're Spider-Man.





I think you realize that if I was going to out you, I would have by now.

I'm not.

I'm not going to out you.



I was hoping...



I thought about it.

Oh, I *thought* about it.

And it would sell me more papers and bring more business to this website than any other story on planet Earth...

But it seems, after a little soul searching, that I discovered that I would cut off my own hand before I would do that to you.



Thank you.



And yet, I feel that it's not enough.



I feel I have to do something for you.

I have to make it up to you.

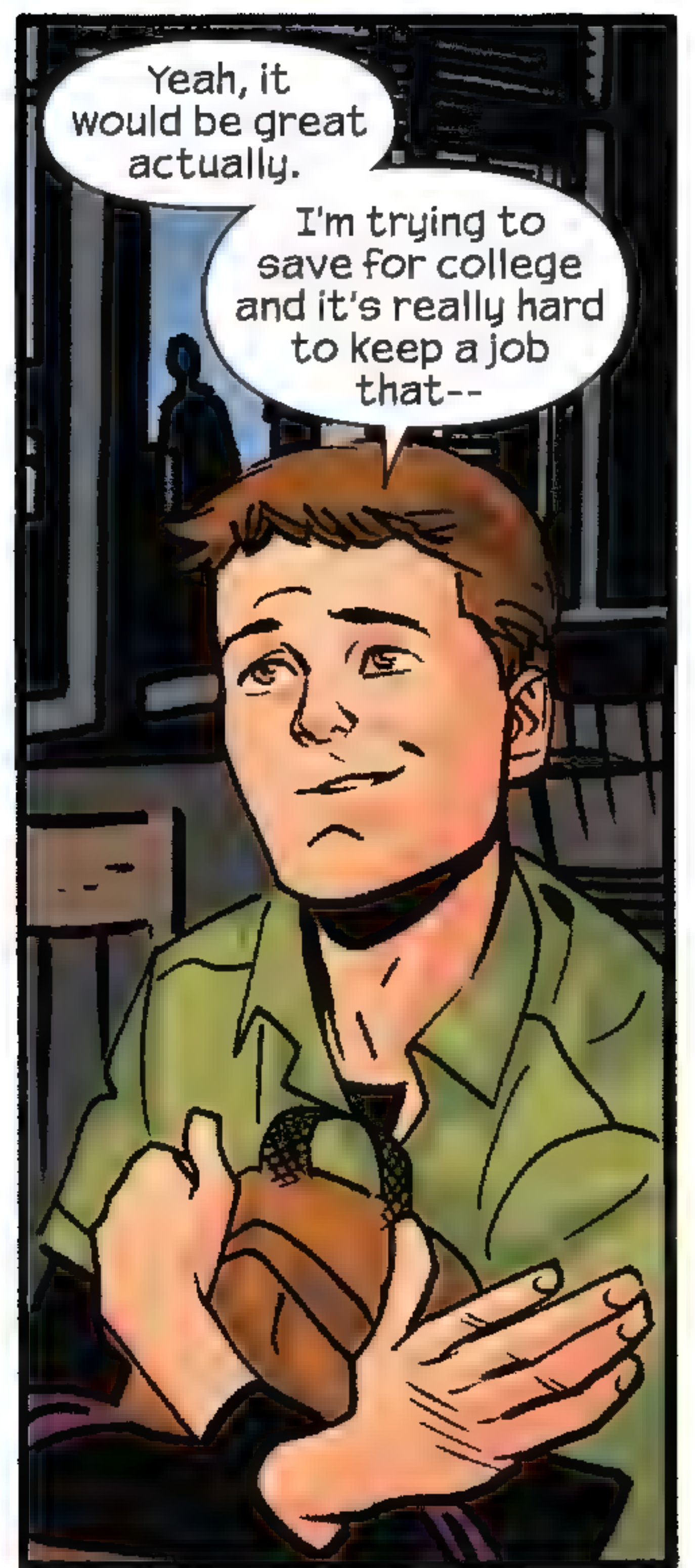
So, today, I am your genie in a bottle.

What can I do for you?

You don't have to do anything for me.



You're not listening to me-- I do.



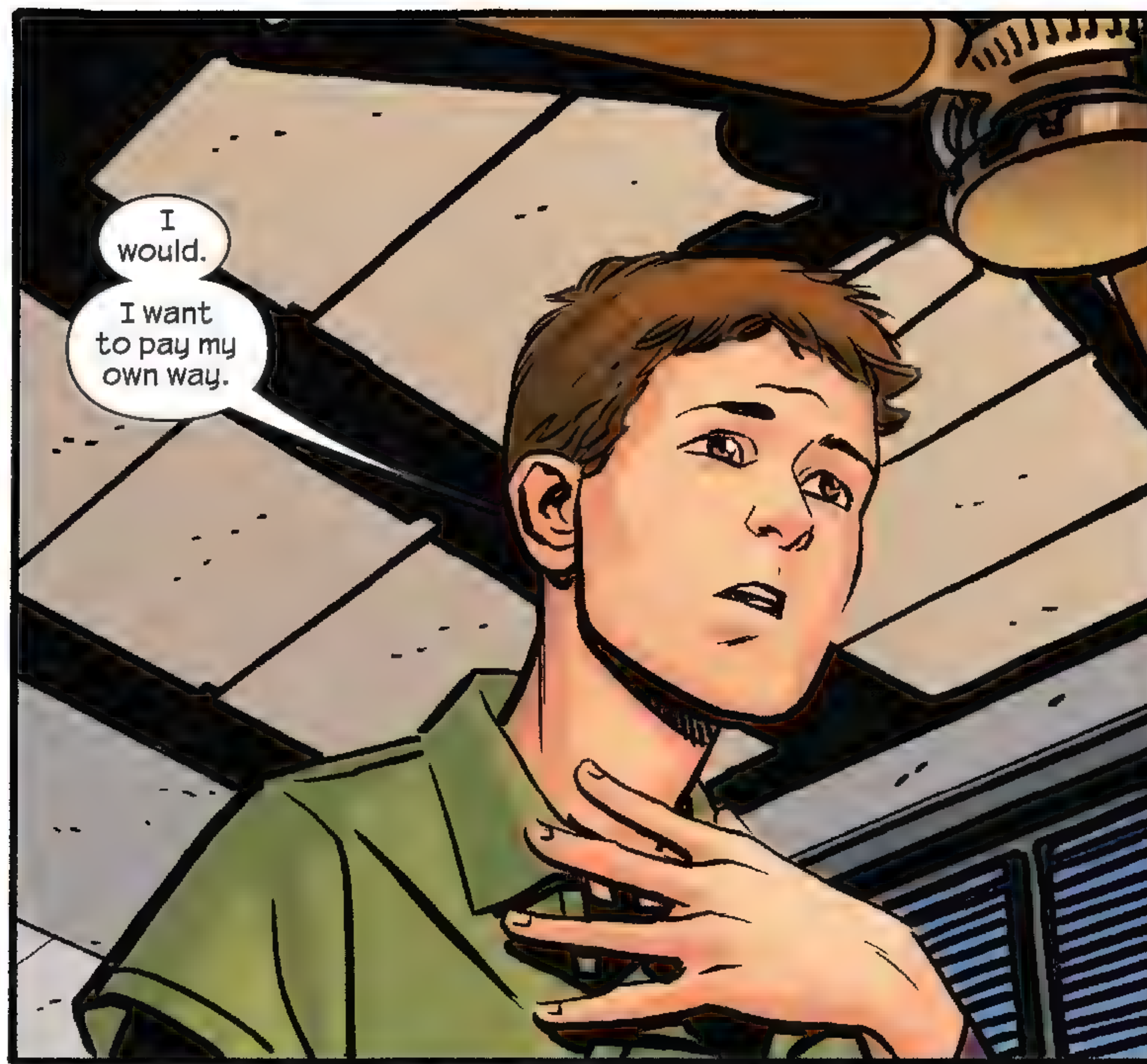


What?
No.

I wasn't
even *hinting*
at that--not
even a little--!!

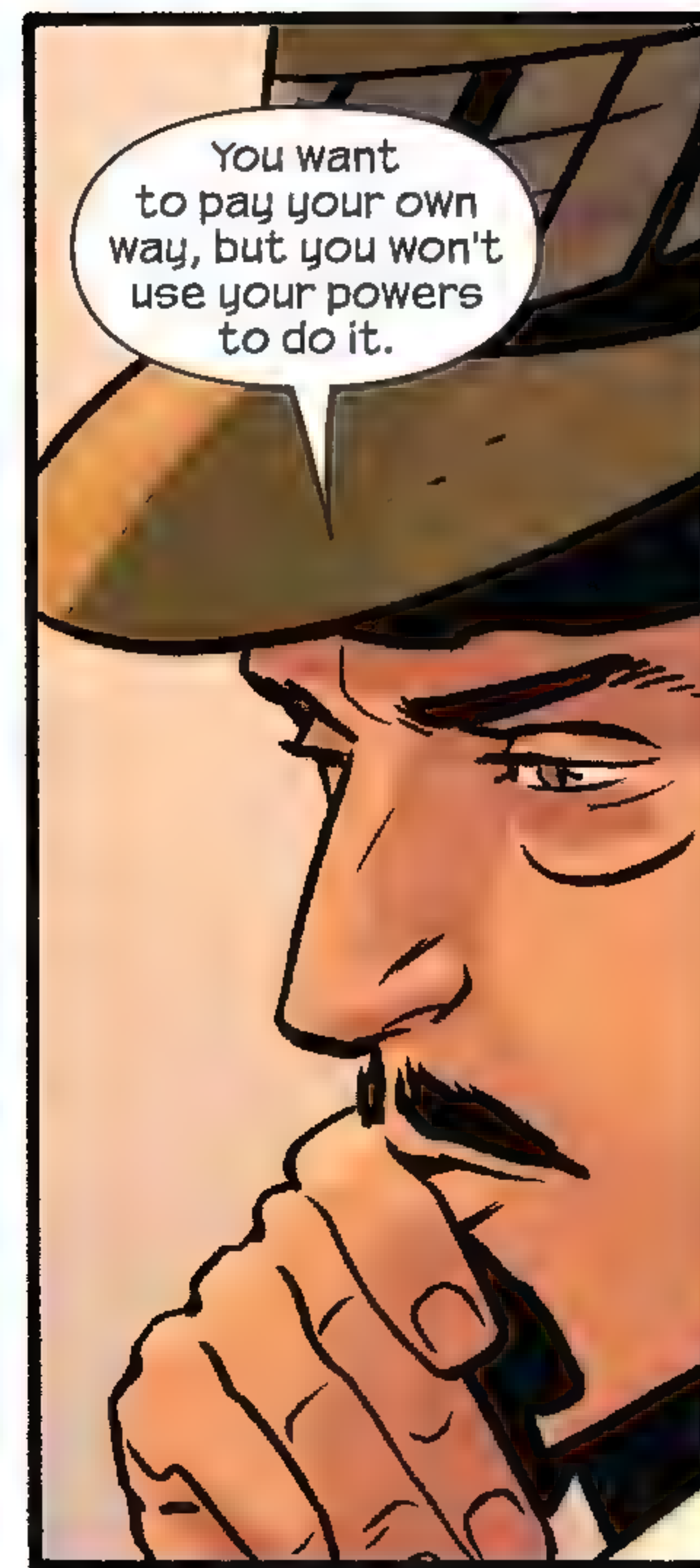
I'm a
very rich
man.

I wouldn't
even notice it
was happening.



I
would.

I want
to pay my
own way.



You want
to pay your own
way, but you won't
use your powers
to do it.



Yeah.



I know I just
said this two
minutes ago...

But I have
never ever met
anyone like you
before in my
entire life.

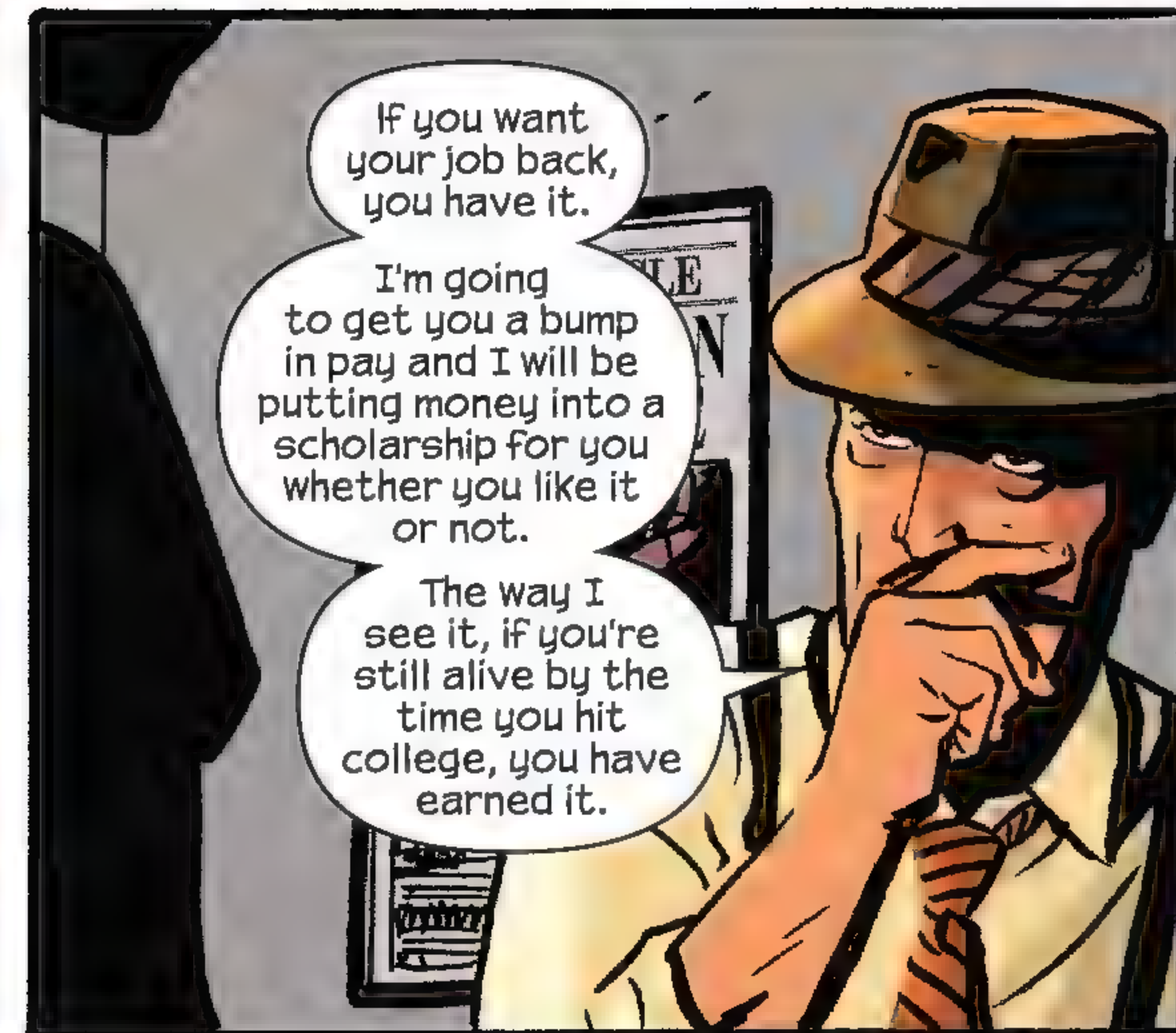
DAILY
SPIDE
MEN



I am *crazy*
uncomfortable
talking about
this like this.

Like *out*
loud.

Like
what?



If you want
your job back,
you have it.

I'm going
to get you a bump
in pay and I will be
putting money into a
scholarship for you
whether you like it
or not.

The way I
see it, if you're
still alive by the
time you hit
college, you have
earned it.

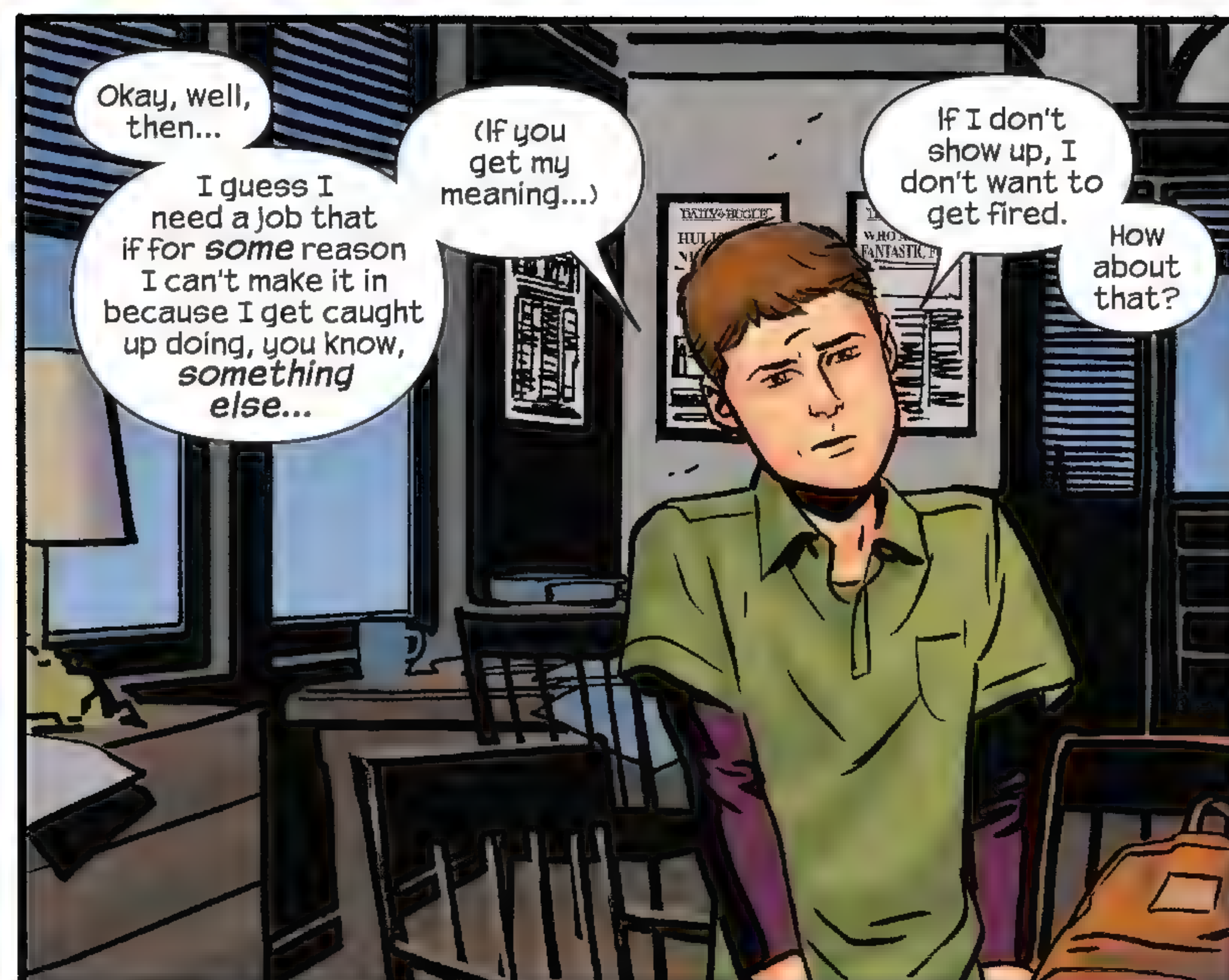


I just
need a
job.



I told
you, I need
to be part
of this.

It's not
enough.



Okay, well,
then...

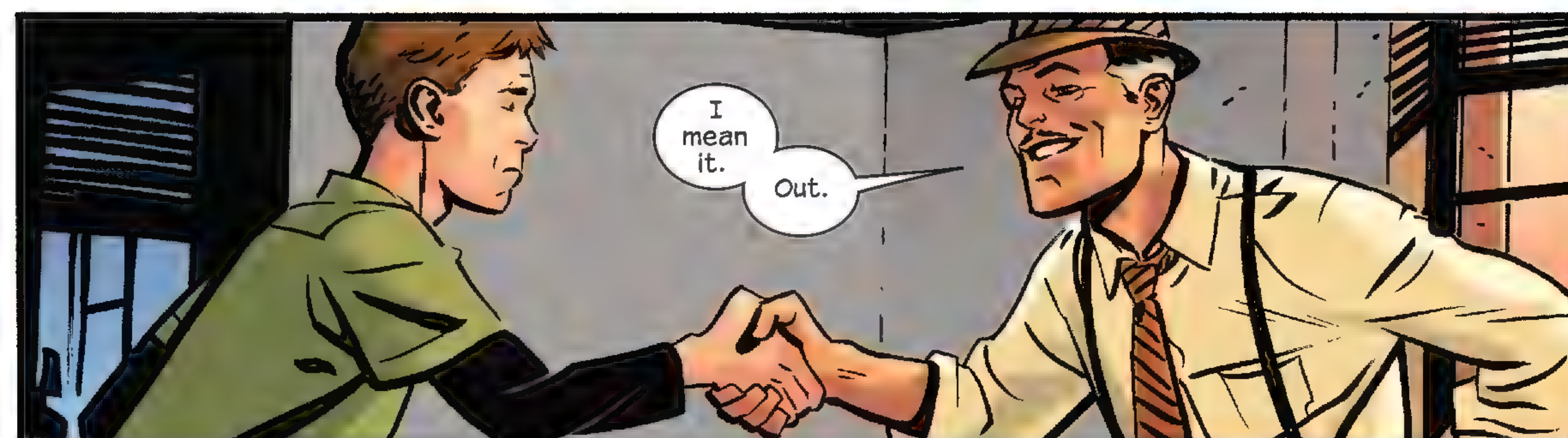
I guess I
need a job that
if for *some* reason
I can't make it in
because I get caught
up doing, you know,
something
else...

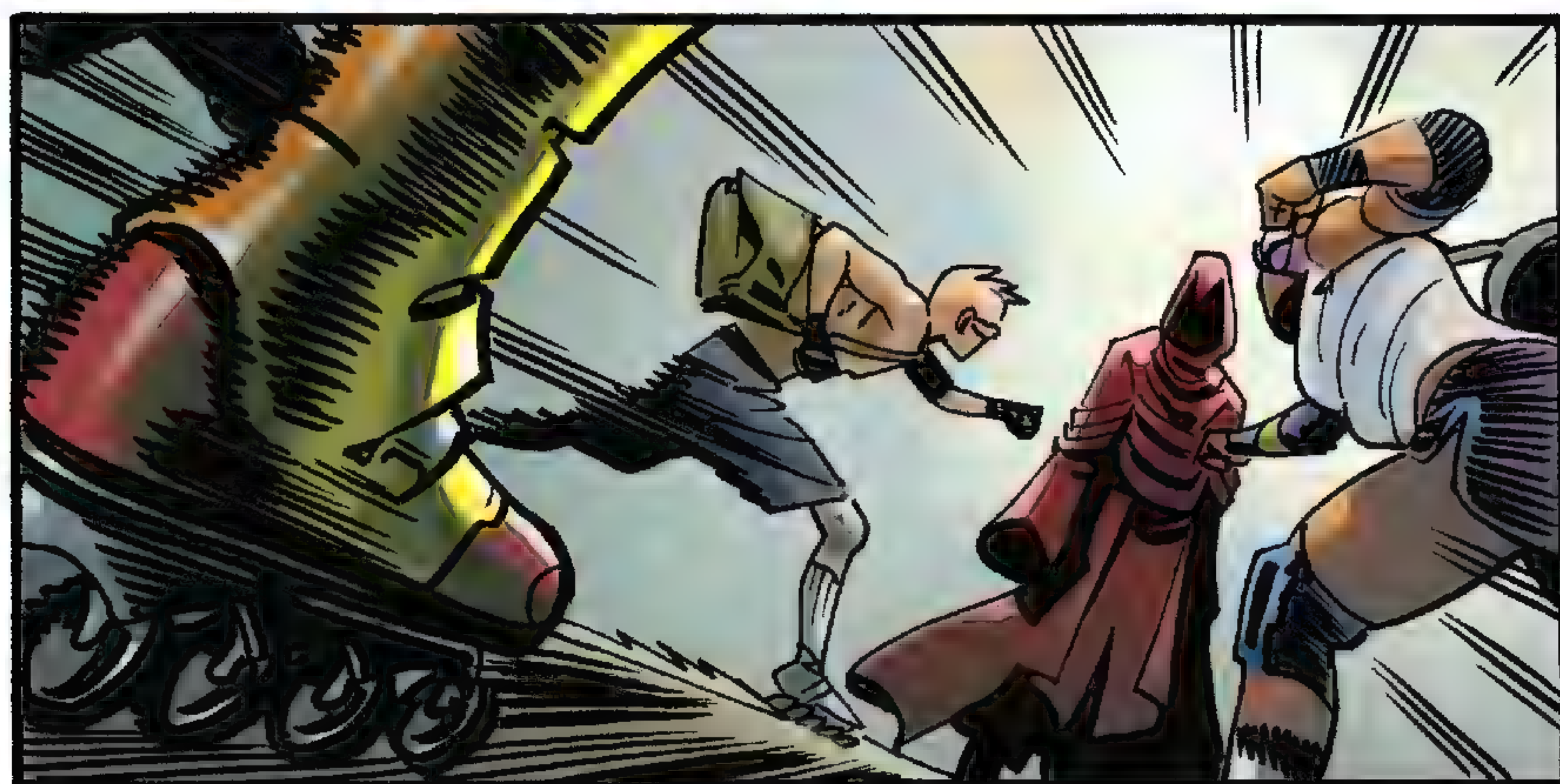
(If you
get my
meaning...)

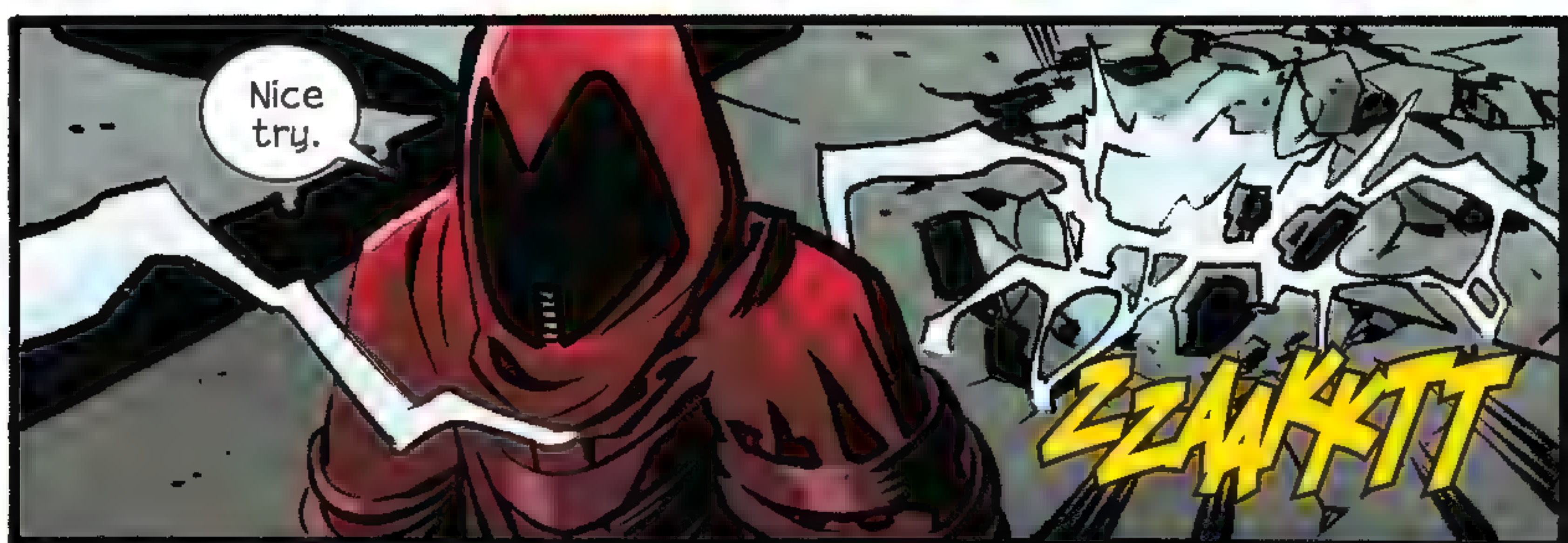
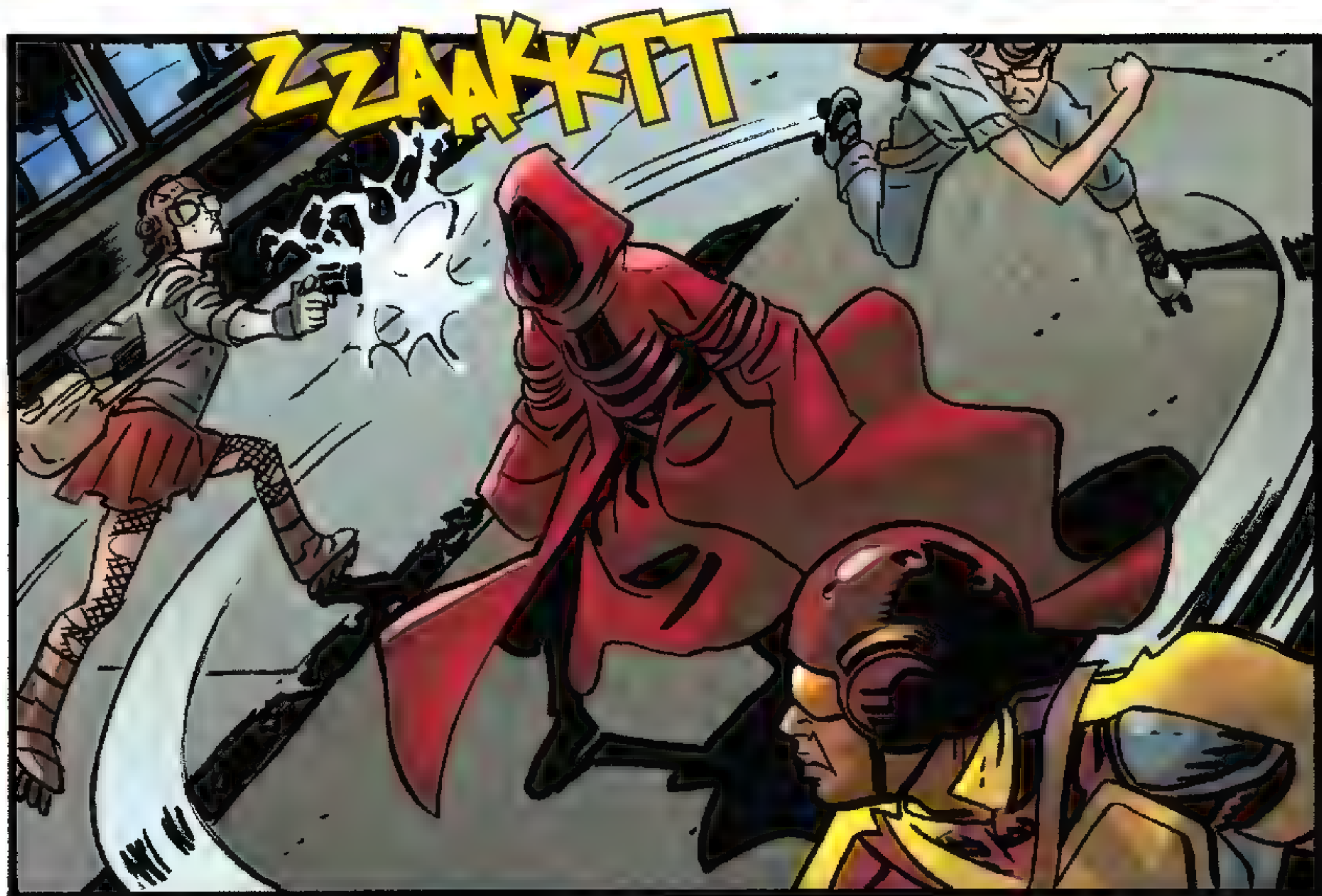
If I don't
show up, I
don't want to
get fired.

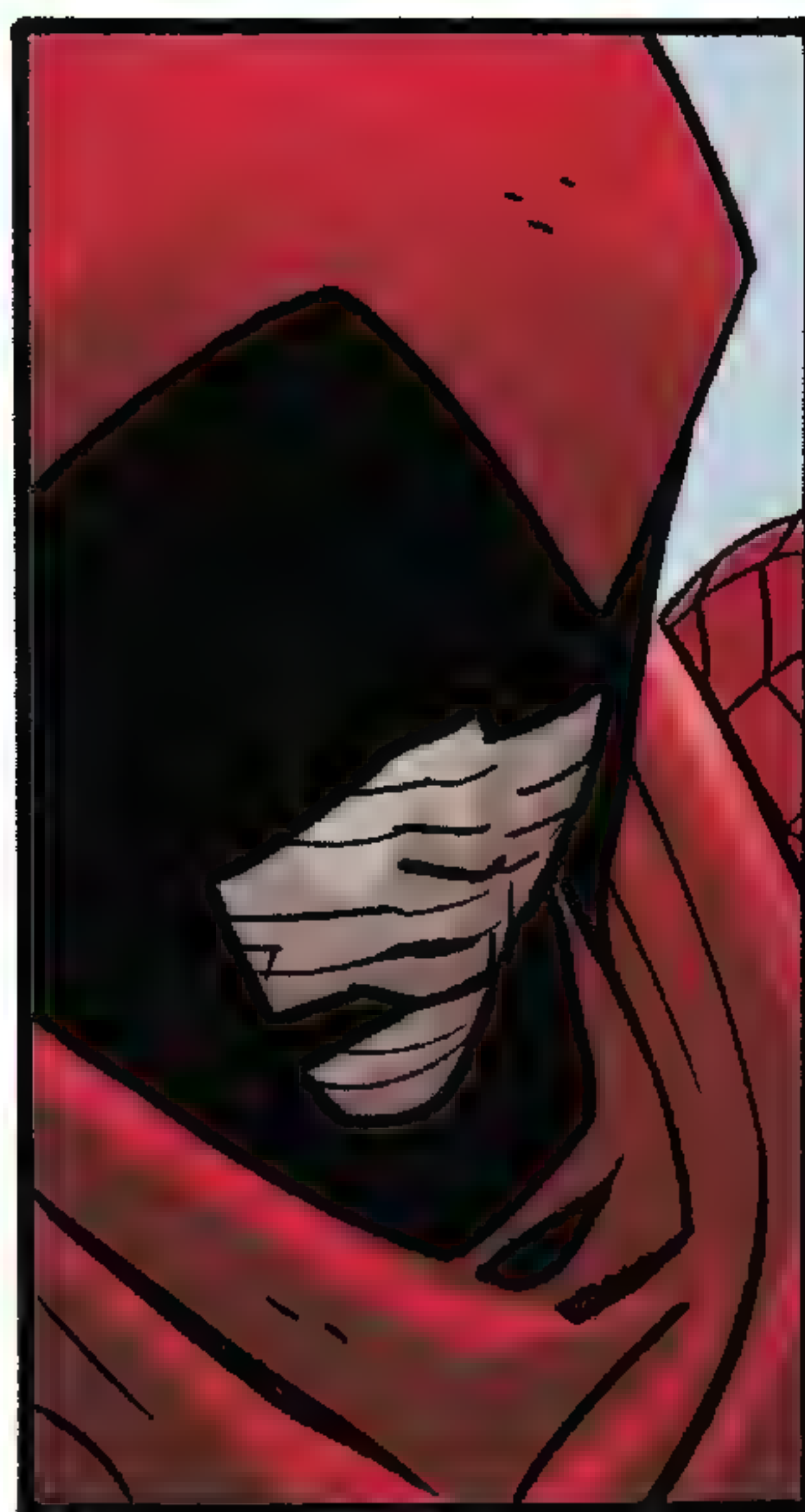
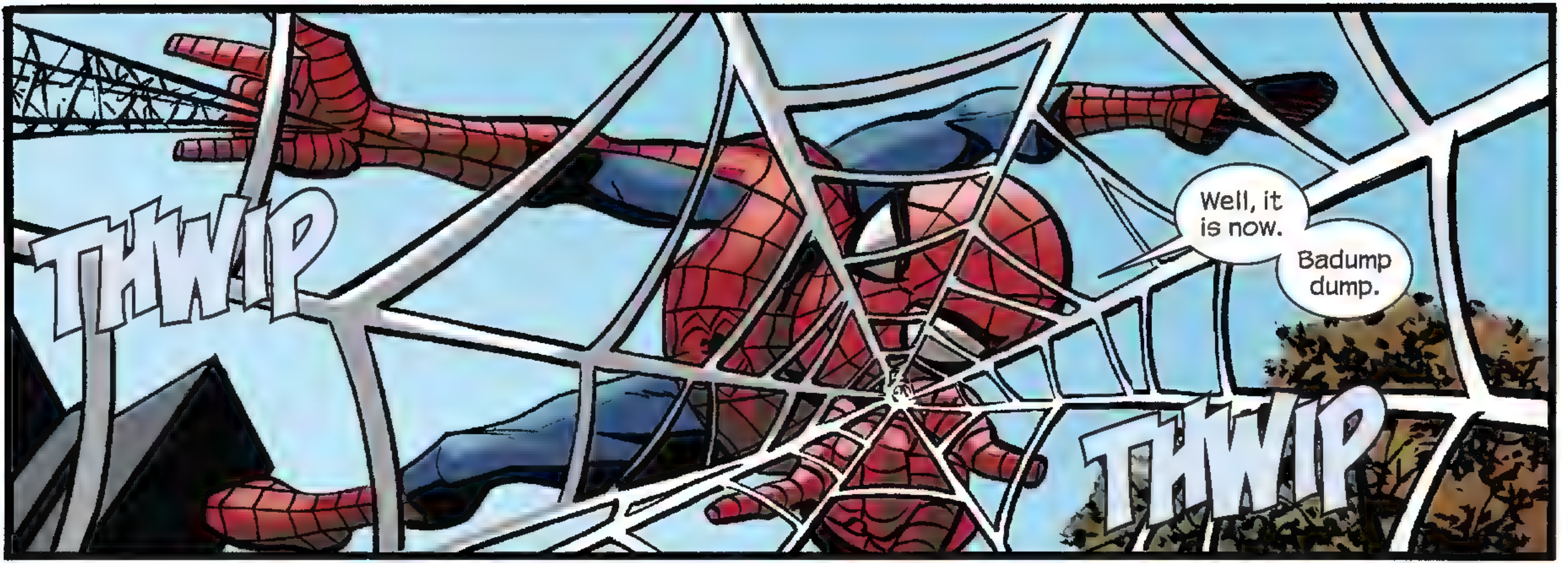
How
about
that?













Queens.

I freaked out.

No kidding.

Don't make fun. This is hard.

I'm not.

I just--I'm not sure what I am supposed to do. I'm a mutant in a mutant-hating world.

Not the *entire* world.



Well, *enough* of the world.

What am I supposed to do? I'm on the run.

Sure.

I like the new look.

I know. I'm such a Goth cliché.

I like it.



We kicked those guys' tuchises.

You're getting stronger.

Yeah.

Well, that's the good thing about being mad at the world...

There's always some fool looking for a beating. There's always someone to take it out on.

I'm so glad you haven't gone bad.



Bad?

Evil?

Evil.

You know...

I'm *mad*... I'm not crazy.

And I have a *right* to be mad.

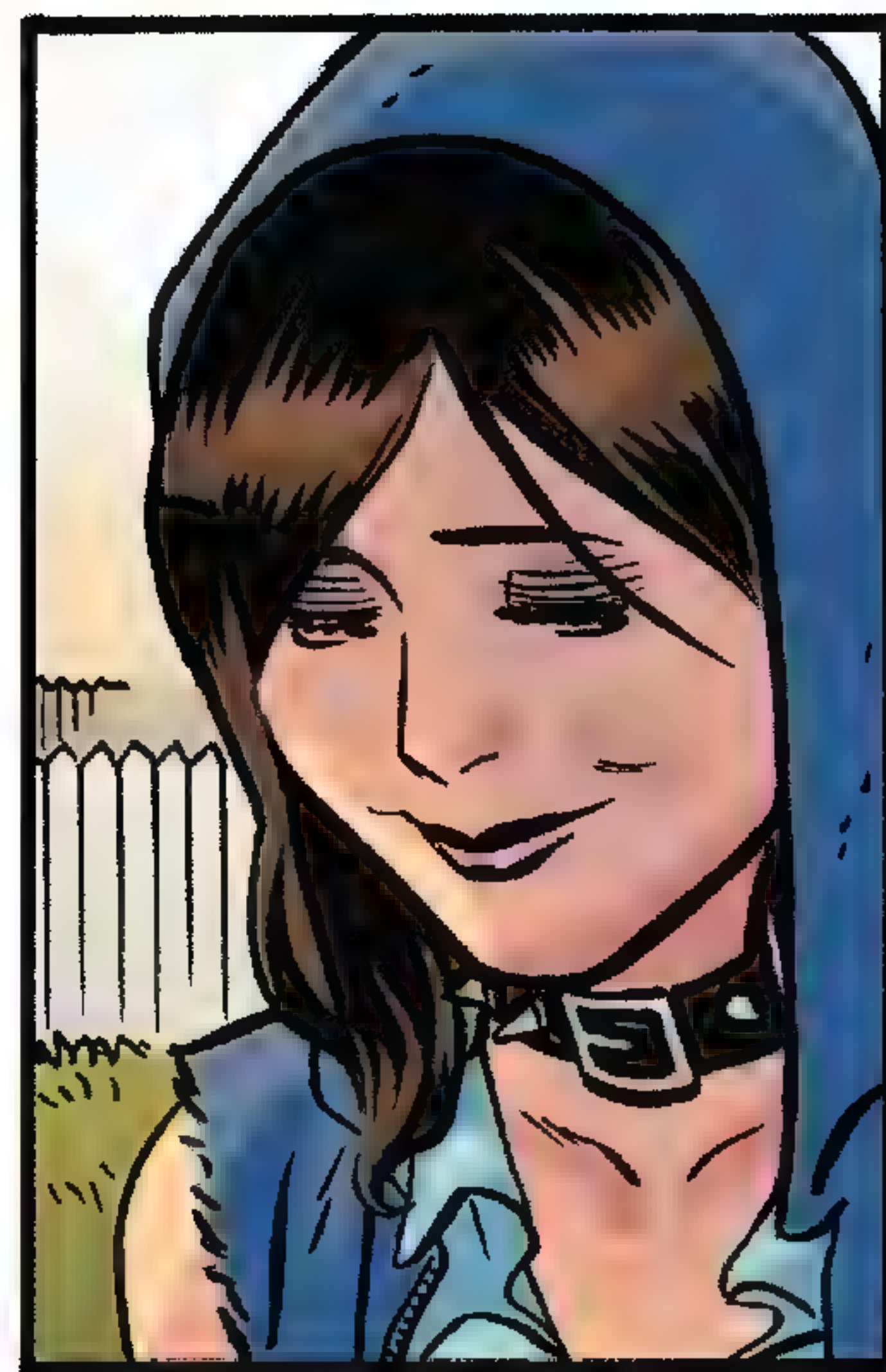
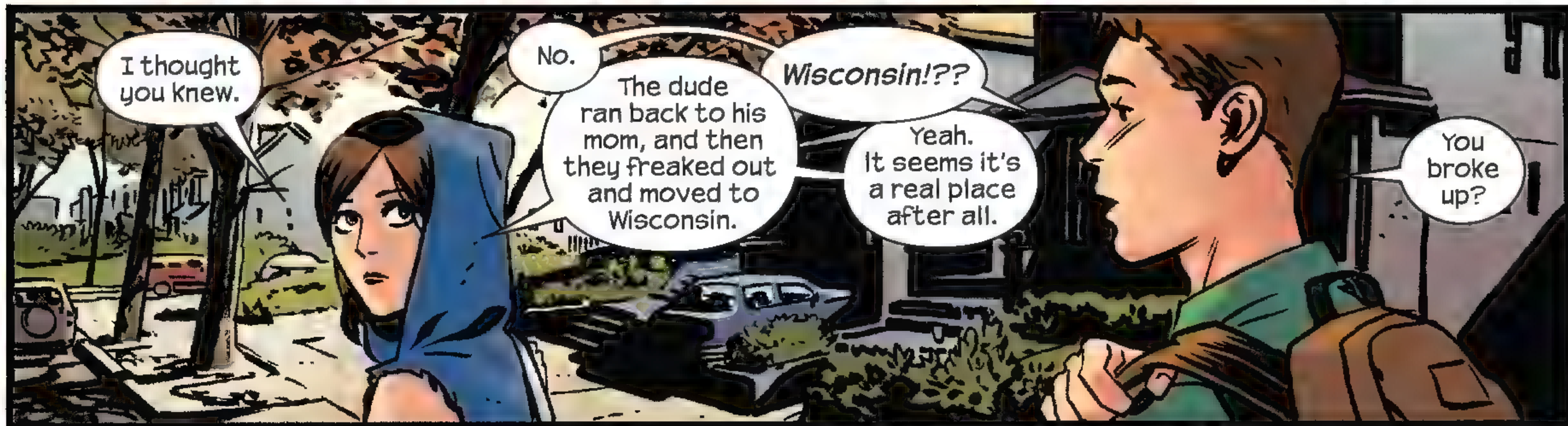


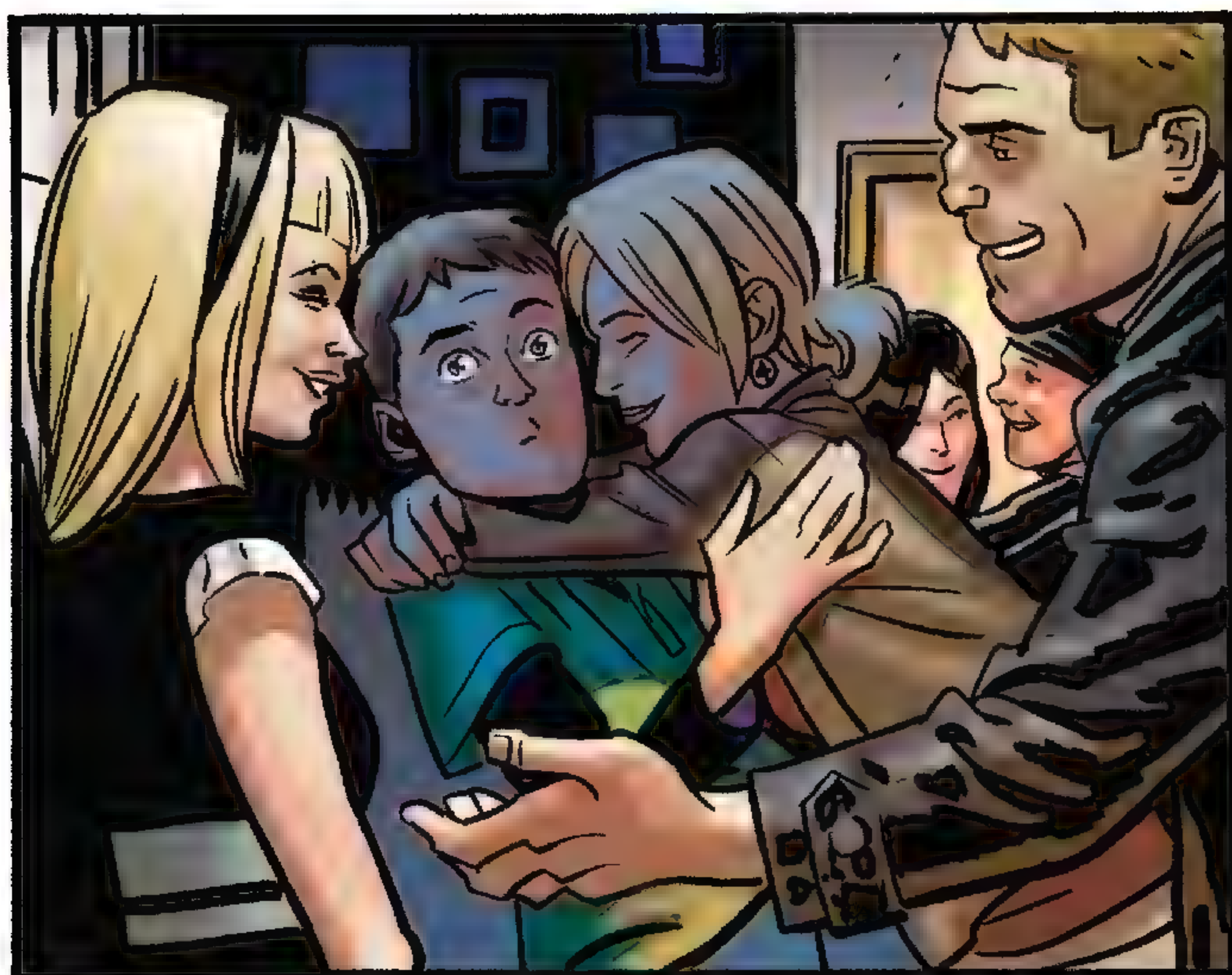
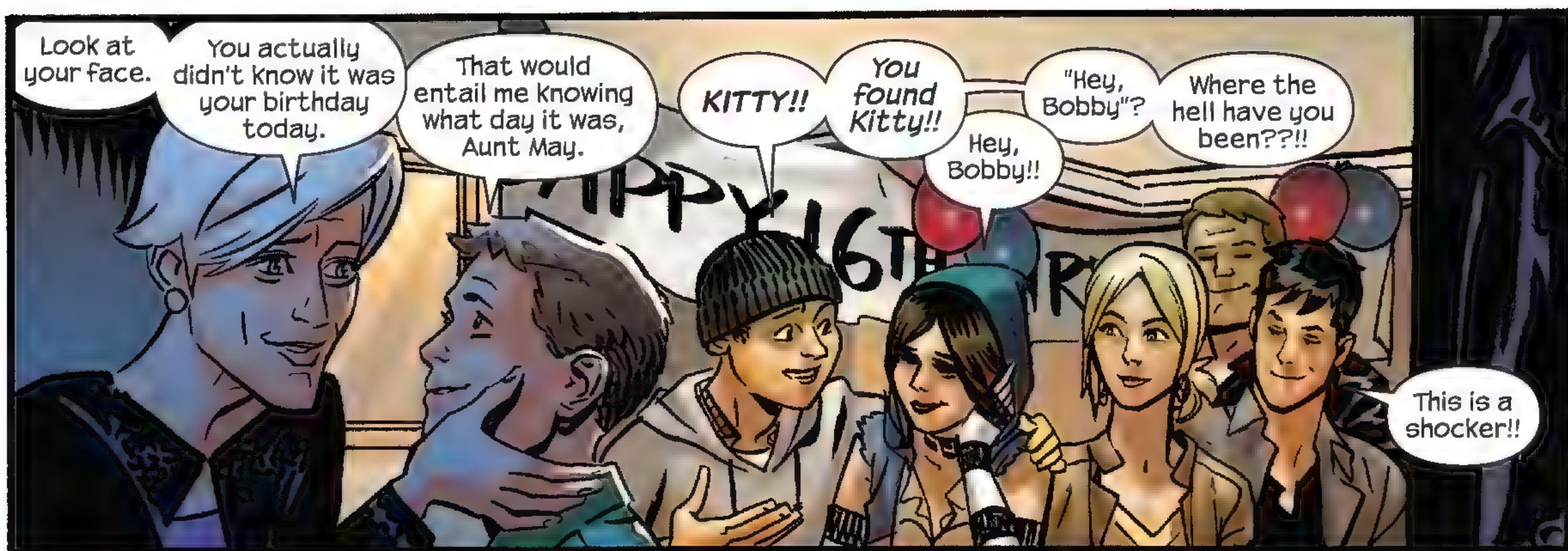
Yeah, but not at *me*.

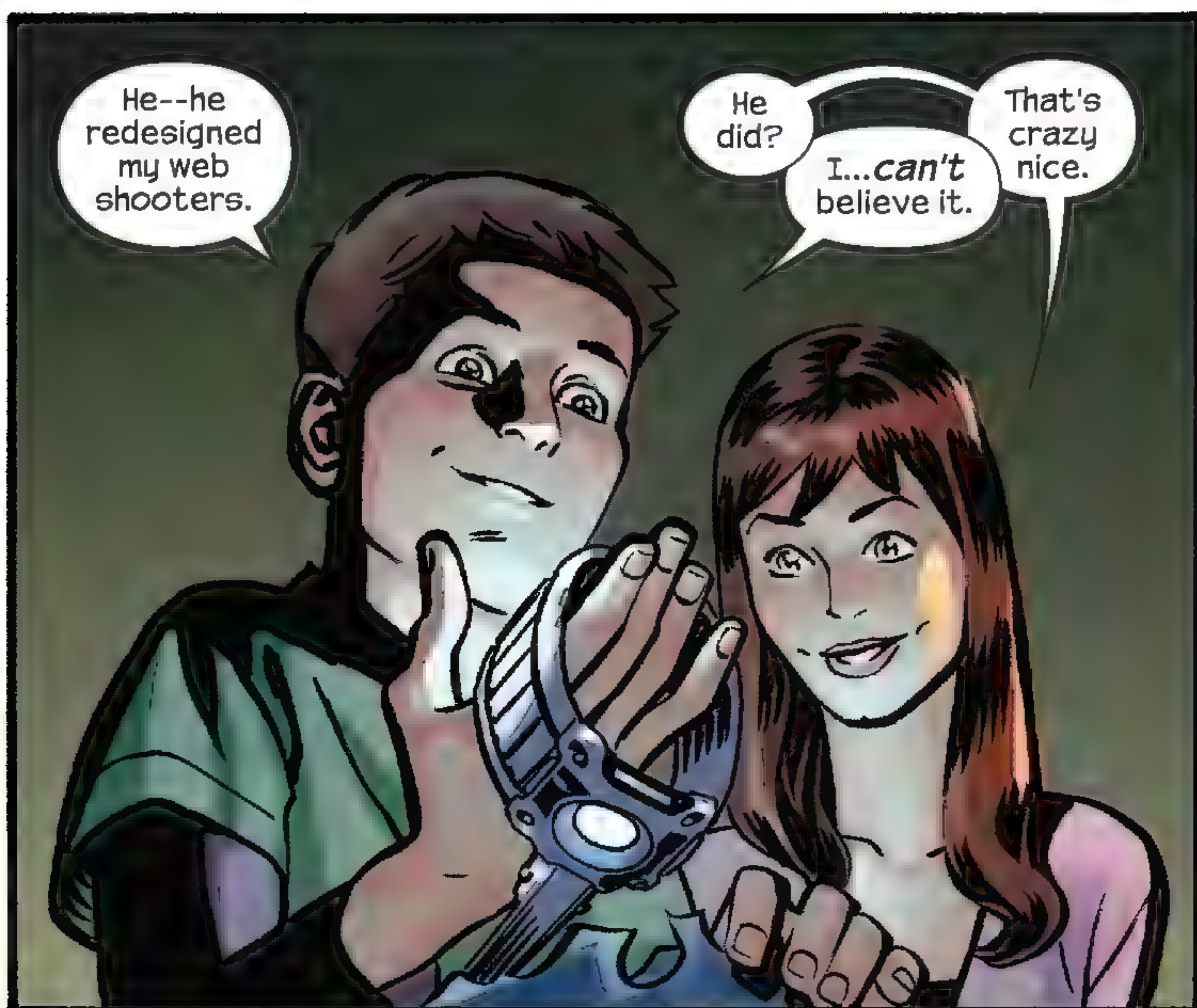
Not at your friends.

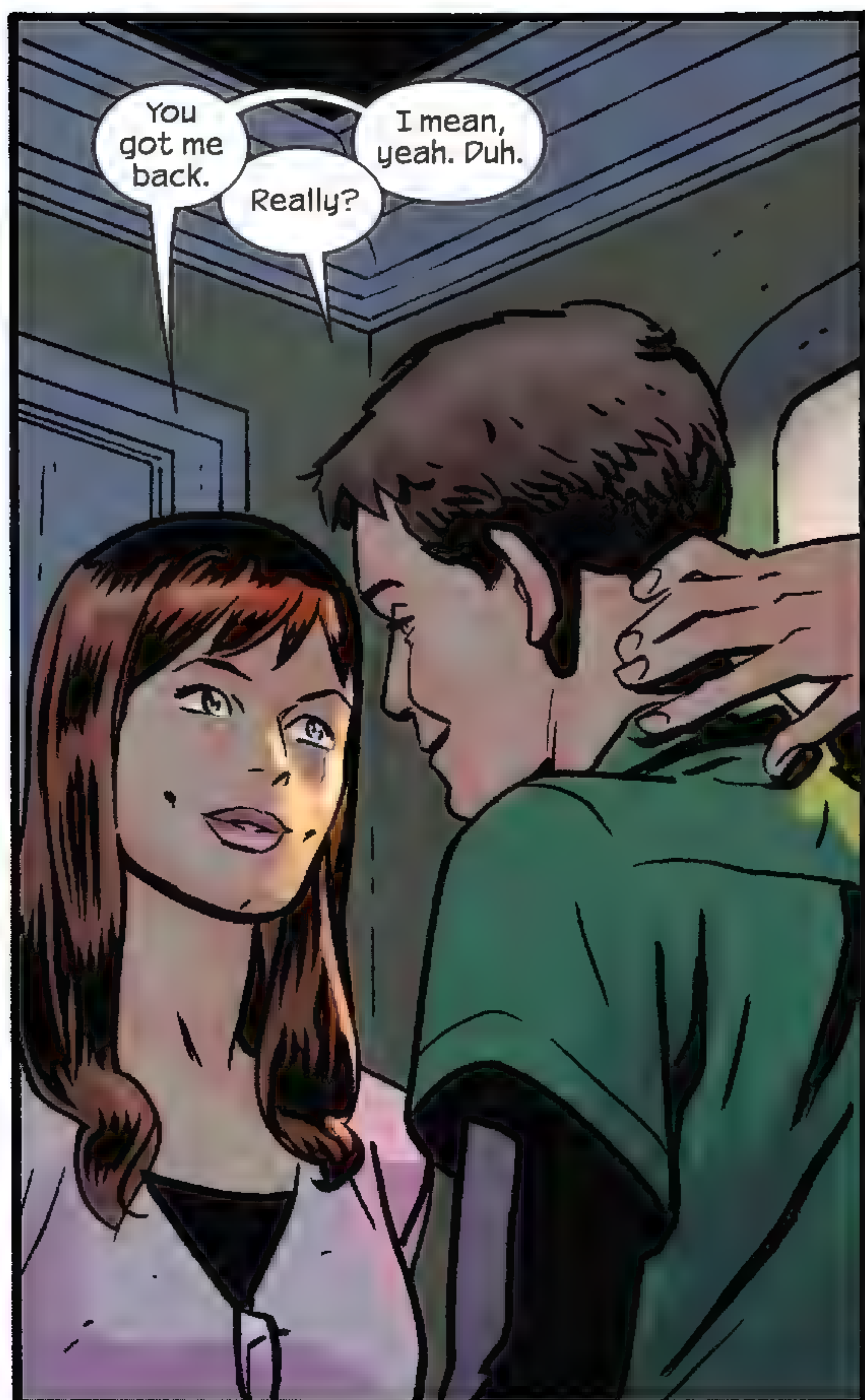
Hey, where's Kong? Where's your boyfriend?

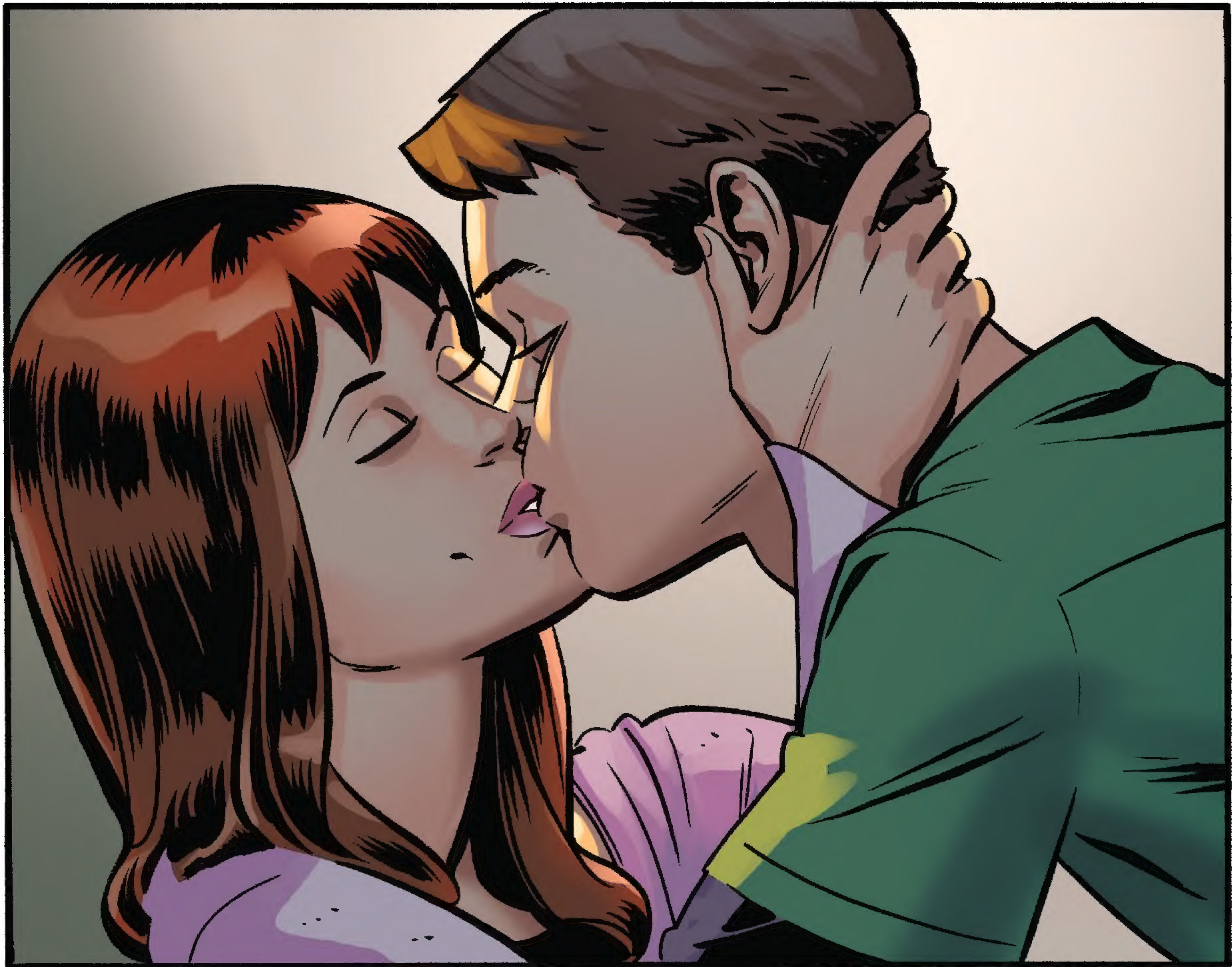
I know.











#150 VARIANT
BY J. SCOTT CAMPBELL & JUSTIN PONSOR



#150 VARIANT

BY MARK BAGLEY, SCOTT HANNA & PETE PANTAZIS





SUPER-HERO SCHOOL IS IN SESSION!

The world's No. 1 peacekeeping organization, S.H.I.E.L.D., is fed up with Spider-Man — specifically, the millions of dollars spent cleaning up his collateral damage. But instead of throwing the teenaged web-slinger in jail, they've settled on a far worse punishment: after-school super-hero training, courtesy of the Ultimates! While Spider-Man takes notes from his first tutor — his idol, Iron Man — Mysterio and the Black Cat vie for possession of a mysterious artifact from the archives of the former Kingpin of Crime. Can even Spider-Man and Iron Man, working together, contain the object's unimaginable power?

Collecting *Ultimate Comics Spider-Man* #15 and #150-155 — written by Brian Michael Bendis; and illustrated by Sara Pichelli, David Lafuente and Chris Samnee with Joëlle Jones, Jamie McKelvie, Skottie Young, Lan Medina and Elena Casagrande.

